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Application Proof of

Shenzhen Immunofoco Biotechnology Co., Ltd.
深圳易慕峰生物科技股份有限公司

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

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Shenzhen Immunofoco Biotechnology Co., Ltd.
深圳易慕峰生物科技股份有限公司

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

[REDACTED]

Number of [REDACTED] under the [REDACTED]	**:**	**[REDACTED] H Shares (subject to the [REDACTED])**
Number of [REDACTED]	**:**	**[REDACTED] H Shares (subject to [REDACTED])**
Number of [REDACTED]	**:**	**[REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])**
Maximum [REDACTED]	**:**	**HK$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)**
Nominal value	**:**	**[RMB[REDACTED]] per H Share**
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SUMMARY

This summary aims to give you an overview of the information contained in this document. As it is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full document. You should read the whole document before you decide to [**REDACTED**] *in the* [**REDACTED**]. *There are risks associated with any* [**REDACTED**]. *Some of the particular risks in* [**REDACTED**] *in the* [**REDACTED**] *are set forth in the section headed "Risk Factors" of this document. You should read that section carefully before you decide to* [**REDACTED**] *in the* [**REDACTED**]. *In particular, we are a biotechnology company seeking to* [**REDACTED**] *on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules as we do not meet the requirements under Rules 8.05(1), (2) or (3) of the Listing Rules. There are unique challenges, risks and uncertainties associated with* [**REDACTED**] *in companies like ours. In addition, we have designated IMC002 as our "Core Product" to satisfy the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide for New Listing Applicants. We may continue to incur substantial costs and expenses in relation to the research and development activities for the Core Product, and our Core Product may not be successfully developed or marketed. Your* [**REDACTED**] *decision should be made in light of these considerations.*

WHO WE ARE

Founded in 2020, we are an innovative cell therapy company focused on discovery, development, manufacturing and commercialization of chimeric antigen receptor ("**CAR**") T-cell therapies for the treatment of solid tumors, hematological malignancies and autoimmune diseases based on our "dual-engine' *ex vivo* and *in vivo* CAR-T cell therapy approach. We have one Core Product (IMC002), which is a self-developed potential best-in-class anti-Claudin18.2 (CLDN18.2) CAR-T cell therapy candidate. IMC002 currently is the subject of a registrational Phase III clinical trial in China as a treatment for advanced gastric cancer/gastroesophageal adenocarcinoma ("**GC/GEJ**"), and we submitted an investigational new drug ("IND") application to the NMPA with respect to IMC002 as a first-line treatment for the additional indication of pancreatic cancer in June 2026. In addition to IMC002, we have eight self-developed cell therapy candidates in our pipeline, including (1) IMC001, a potential first-in-class clinical stage (Phase I/IIa) anti-epithelial cell adhesion molecule (EpCAM) CAR-T cell therapy candidate for treatment of EpCAM-positive solid tumors, (2) *in vivo* CAR-T cell therapy candidates for treatment of hematological malignancies and autoimmune diseases (IMV101) and for the treatment of hematological malignancies (IMV102) that have entered investigator-initiated trials ("**IITs**"), (3) an *in vivo* CAR-T cell therapy candidate for treatment of solid tumors (IMV103) that has received ethics committee approval for an IIT and currently is expected to enter the IND filing stage in the first half of 2027, (4) a bispecific *in vivo* CAR-T cell therapy candidate targeting CD19/CD20 (IMV104) for treatment of B-cell disorders, (5) a "synthetic NKG2D receptor" CAR-T cell therapy for treatment of CLDN18.2-positive solid tumors and (6) two other CAR-T cell therapy candidates that are in the pre-clinical stage of development.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND/OR MARKET OUR CORE PRODUCT OR OUR OTHER PIPELINE CANDIDATES.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED "WARNING" ON THE COVER OF THIS DOCUMENT.

OUR CAR-T CELL THERAPY CANDIDATES

The following charts provide information concerning our product pipeline as of the Latest Practicable Date:

01 EX VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
★ IMC002[1] (Core Product)	CLDN 18.2	Second Generation CAR-T	CLDN18.2 Positive GC/GEJ[2]	3L/3L+	Registrational clinical trial	China NMPA	Chinese Mainland	2025/08 Initiation of registrational Phase III study 2027 NDA submission
			CLDN18.2 Positive PC	2L/2L+	Phase I clinical trial	China NMPA	Chinese Mainland	2025/09 Completion of Phase I/IIa study
			CLDN18.2 Positive PC[3]	1L	IND	China NMPA	To be launched	2026H1 IND submitted 2027 initiate Phase II subject to IND approval
IMC001	EpCAM	Second Generation CAR-T	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	Phase I clinical trial	China NMPA	Chinese Mainland	2026H1 Phase I/IIa study initiated 2027 Phase I/IIa read-out
IMC008	CLDN18.2/ NKG2DL	SNR	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	/
IMC003	EpCAM	Peri Cruiser®	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/
IMC004	CLDN 18.2	T-booster	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/

02 IN VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
IMV101	CD19	iMAGIC	B-Cell Malignancies	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	2025Q4 IIT initiated 2027 IIT study read-out
	CD19	iMAGIC	Autoimmune Diseases	Refractory	Pre-clinical/ IIT	China NMPA	To be launched	/
IMV102	BCMA	iMAGIC	Multiple Myeloma	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	2026H1 IIT initiated 2027 IIT read-out
IMV103	CLDN18.2	iMAGIC	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	2027 IND filing
IMV104	CD19/CD20	iMAGIC	B-Cell Disorders	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/

Abbreviations: CLDN18.2 = Claudin 18.2; EpCAM = epithelial cell adhesion molecule; NKG2DL = natural killer group 2D ligands; BCMA = B-cell maturation antigen; GC = gastric cancer; GEJ = gastroesophageal junction adenocarcinoma; NMPA = National Medical Products Administration; FDA = Food and Drug Administration

Notes:

(1) We have in-licensed certain intellectual property rights relating to the VHH antibody that is incorporated in the design of IMC002 from a third party. For further information, see "— Intellectual Property — In-licensed intellectual property rights" below.

(2) IMC002 is in a registrational Phase III clinical trial for advanced gastric cancer that was approved by the NMPA in August 2025. We currently expect to file an NDA with respect to IMC002 for advanced gastric cancer with the NMPA in 2027.

(3) We filed an IND application for a clinical trial of IMC002 as a first line treatment for pancreatic cancer with the NMPA in June 2026. The design of this trial also includes a second-line pancreatic cancer cohort for patients who show progressive disease after three rounds of chemotherapy.

Our pipeline of product candidates includes the following:

- ***IMC002***, an autologous CAR-T cell therapy candidate that targets CLDN18.2, which is a stomach-specific isoform of Claudin-18 that is highly expressed in gastric and pancreatic cancer cells. Gastric cancer is one of the most common and deadly cancers worldwide, for which long-term clinical outcomes remain unsatisfactory, while pancreatic cancer is a life-threatening condition that is associated with extremely poor long-term outcomes. As a result, there is an urgent need for effective life-prolonging treatments in the management of both gastric cancer and pancreatic cancer, and we are developing IMC002 as a treatment for both of these indications. We have completed a Phase I/IIa clinical trial of IMC002 as a third-line treatment for advanced gastric cancer and as a second-line treatment for pancreatic cancer patients in China who have failed the standard of care (SOC) treatment, and we are currently conducting a Phase III registrational clinical trial of IMC002 as a treatment for third-line GC/GEJ in China. We currently expect to complete the Phase III trial and to submit a new drug application ("**NDA**") with respect to IMC002 as a treatment for advanced GC/GEJ to the NMPA in 2027. We also submitted an IND application with respect to IMC002 as a first-line treatment for pancreatic cancer in June 2026.

- ***IMC001***, an autologous CAR-T cell therapy candidate that targets EpCAM, which is a multifunctional transmembrane protein that is frequently highly expressed in various carcinomas and their metastases. While EpCAM is primarily localized to the basolateral membrane in normal epithelial cells, in malignant transformations its expression can be redistributed to the entire tumor cell surface, resulting in increased antigen density and accessibility. The majority of human tumors arise from epithelial tissues, and accordingly the category of epithelial-derived tumors includes many different types of cancer, such as esophageal, gastric, pancreatic, colorectal, ovarian, breast and lung cancer, each of which represents a very substantial addressable market. We are currently enrolling patients for a Phase I/IIa clinical trial of IMC001 as a treatment for advanced epithelial solid tumors in China under an IND application approved by the NMPA. We currently anticipate that, by the end of 2027, we will have identified the recommended Phase II dose of IMC001 and identified optimal tumor types/patient populations, and that we will initiate late-stage clinical trials for prioritized indications in 2028.

- ***IMV101***, an *in vivo* CAR-T cell therapy candidate that targets CD19, which is a well-established B-cell lineage marker that is widely expressed across a wide range of B-cell disorder-related diseases, including B-cell malignancies. Leveraging our iMAGIC *in vivo* CAR-T platform, we have designed IMV101 to treat these B-cell related disorders by inducing the generation of CD19-targeting CAR-T cells *in vivo*. The first-in-human IIT relating to IMV101 as a treatment for B-cell malignancies was commenced in December 2025, and to date the trial has demonstrated a favorable safety profile in human subjects. We expect that additional IITs with respect to IMV101 as a treatment for autoimmune diseases (such as SLE) will be commenced to explore IMV101's therapeutic potential beyond oncology, subject to receipt of approval from the China National Center for Biotechnology Development.

- ***IMV102***, an *in vivo* CAR-T cell therapy candidate that targets BCMA, which is a well-validated target that is highly and consistently expressed on malignant plasma cells across disease stages. The IIT relating to IMV102 as a treatment for multiple myeloma (MM) was commenced in April 2026 to evaluate safety and efficacy in relapsed/refractory MM patients. We expect that an additional IIT with respect to IMV102 as a treatment for relapsed/refractory MM will be commenced following receipt of the requisite approvals in light of recent regulatory development.

- ***IMV103***, an *in vivo* CAR-T cell therapy candidate that uses the CAR sequence of IMC002. We have initiated the process of seeking regulatory approval for an IIT of IMV103 as a treatment for gastric cancer and pancreatic cancer, and we currently expect to submit an IND application relating to IMV103 to the NMPA in the first half of 2027 and to commence an IIT following receipt of the requisite regulatory approvals.

- ***IMV104***, a CD19×CD20 dual-targeting *in vivo* CAR-T product candidate for treatment of B-cell disorders that is designed to broaden antigen coverage and potentially reduce the risk of antigen-negative relapse, which is a key limitation of conventional CD19-directed CAR-T therapies. We expect that an IIT with respect to IMV104 will be commenced following receipt of the requisite approvals in light of recent regulatory developments.

- ***IMC008***, our initial product candidate generated from our "Synthetic NKG2D Receptor" or "SNR" platform, which incorporates an SNR module into a conventional CLDN18.2-directed CAR-T for the purpose of overcoming antigen heterogeneity, which is one of the principal challenges associated with the treatment of solid tumors. In pre-clinical studies, IMC008 demonstrated enhanced anti-tumor activity compared to conventional CAR-T cells across multiple solid tumor models. Ethics committee approval has been obtained for an IIT evaluating IMC008 as a treatment for gastric cancer and pancreatic cancer.

- ***IMC003***, an armored EpCAM targeted CAR-T, our initial product candidate generated from our PeriCruiser® platform, which is designed to mitigate the risk of on-target, off-tumor toxicities. In pre-clinical models, IMC003 demonstrated significantly reduced on-target, off-tumor toxicity compared with conventional CAR-T controls. IMC003 is currently still in the pre-clinical stage of development.

- ***IMC004***, our initial product candidate generated from our T-Booster platform, which is a CLDN18.2/IL-12/CXCL9 engineered dendritic cell designed to facilitate CAR-T infiltration and expansion in tumor tissues. In pre-clinical studies, IMC004 showed durable anti-tumor efficacy in multiple models, including large tumor burden or prior CAR-T treatment failure, without additional observable toxicity. IMC004 also is currently still in the pre-clinical stage of development.

For additional information concerning our CAR-T cell therapy candidates as well as our technology platforms including iMAGIC, our SNR platform, PeriCruiser®, T-Booster and SolidGuard, see "Business — Our Product Pipeline" and "— Our Next-Generation CAR-T Technology Platforms."

MARKET OPPORTUNITY AND COMPETITIVE LANDSCAPE

According to Frost & Sullivan, the global market for CAR-T cell therapies is expected to grow from US$6.2 billion in 2025 to US$34.1 billion in 2035, representing a compound annual growth rate (CAGR) of 18.6%, while the market for CAR-T cell therapies in China is expected to grow exponentially from RMB1.5 billion in 2025 to RMB47.0 billion in 2035, and the growth in these markets is expected to be driven by the rising incidence of solid tumors and the increasing advancement of corresponding CAR-T technologies into clinical stages.

Although 17 CAR-T products have been approved globally, nearly all of them are indicated for hematological malignancies, and only one CAR-T product has been approved for solid tumors recently.

IMC002, our Core Product, is indicated for gastric cancer and pancreatic cancer, which are two types of solid tumors with significant urgent medical needs. For example, CSCO guidelines recommended treatments for advanced gastric cancer includes chemotherapy and PD-1/PD-L1 therapies as the first line treatment, Ramucirumab plus Paclitaxel as the second line treatment, and Apatinib or TAS-102 as the third line treatment. However, very limited clinical benefits have been observed from third line treatment such as Apatinib, with ORR of 2.8%, mPFS of 2.6 months and mOS around 6 months. Moreover, even the standard second line treatment (Ramucirumab plus Paclitaxel) only provides limited benefits, with ORR less than 30%, mPFS of 4.4 months and mOS of 9.6 months.

Multiple therapies directed to CLDN-18.2 have been developed or are under development for the purpose of meeting these significant medical needs. Zolbetuximab was approved as the first CLDN18.2 targeted therapy indicated for first-line treatment of gastric cancer in combination with chemotherapy. However, the efficacy added by Zolbetuximab is quite limited. Several antibody-drug conjugates directed to CLDN18.2 are under development for second- or third-line treatment of gastric cancer, and moderate efficacy been observed in clinical trials, with potential accumulated toxicities. In 2026, CT041 became the first CLDN18.2-targeted CAR-T cell therapy approved for marketing. Although no head-to-head studies have been conducted, we believe that the significant improvement in ORR, mPFS and mOS and the favorable safety profile which we achieved in our completed Phase I/IIa trial of IMC002 indicate best-in-class potential for IMC002, and together with the potential cost advantages that we expect to achieve by means of our FOCO-CAR process, we believe this gives IMC002 strong potential to meet significant medical needs in the treatment of gastric cancer and pancreatic cancer.

OUR COMPETITIVE STRENGTHS

We believe that we are well positioned to capitalize on the anticipated strong growth of the global and China markets for CAR-T cell therapies based on our unique constellation of competitive strengths, including principally the following:

- Our potential best-in-class and potential first-in-class clinical-stage CAR-T cell therapy candidates IMC002 and IMC001.

- Our differentiated *in vivo* CAR-T cell therapy platform (iMAGIC), which has incubated four *in vivo* CAR-T cell therapy candidates for treatment of hematological diseases, autoimmune diseases and/or solid tumors, as well as our other armored technology platforms to address the most significant pain points of traditional CAR-T cell therapy (such as our Synthetic NKG2D Receptor (SNR) platform to mitigate tumor antigen heterogeneity; our Peri Cruiser® platform to reduce on-target, off-tumor toxicity; our T-Booster platform to address T cell exhaustion and T cell tumor tissue infiltration; and our SolidGuard platform to mitigate immunosuppressive tumor microenvironment (TME).

- Our vertically integrated capabilities for CAR-T cell therapy research and development (R&D) and production, including our discovery and research capabilities, our clinical development and regulatory affairs capabilities, and our CMC and production capabilities.

- Our visionary and highly experienced senior management with strong shareholder support.

OUR STRATEGIES

Our principal strategies for capitalizing on the market opportunity include the following:

- Drive existing products toward commercialization with our "dual engine" growth model, including *ex vivo* CAR-T cell therapy candidates IMC002 and IMC001 as well as *in vivo* CAR-T cell therapy candidates IMV101, IMV102, IMV103 and IMV104;
- Fully integrate our technology platforms to complete our transformation into a platform based company model, develop additional novel products and explore new disease areas (such as autoimmune diseases and hematological malignancies);
- Establish commercial scale production capacity, building on our existing clinical-stage production capacity which is sufficient for early commercial-stage production as well;
- Develop our commercialization channels in China and implement our global development strategy; and
- Recruit and retain top-notch talent to fuel our innovation and expansion.

RESEARCH AND DEVELOPMENT

We believe that research and development is the key to driving our therapeutics strategy and maintaining our competitiveness in the biopharmaceutical industry. We are dedicated to enhancing our portfolio of CAR-T cell therapies with a particular focus on improving the safety and effectiveness of CAR-T therapies for various indications. We will continue our efforts to make cancers curable by leveraging our in-house research and development capabilities in target selection, CAR construct design and optimization, *in vitro*/*in vivo* validation, as well as our next-generation CAR-T technologies applied to *ex-vivo* and *in vivo* CAR-T products to address pressing challenges in our industry, as well as bring first-in-class or best-in-class cell therapy products to meet patients' needs globally.

As of the Latest Practicable Date, our research and clinical development team consisted of 43 members. In 2024 and 2025 and for the six months ended June 30, 2026, our research and development costs amounted to RMB54.4 million, RMB77.9 million and RMB82.2 million, respectively, representing 74.1%, 66.2% and 71.3% of our total operating expenses (being the aggregate of our research and development costs, administrative expenses and other expenses) for the same years/periods, respectively.

INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we owned 12 issued patents and 44 patent applications in more than 10 countries or regions, including China, the United States, Europe and Japan. Of these, three issued patents (in China, Japan and the Eurasian Patent Office) and pending patent applications (filed in the United States and South Korea, among others, and with the European Patent Office) relate to IMC002, our Core Product. For further information concerning our intellectual property rights, see "Business — Intellectual Property" elsewhere in this document.

SUPPLIERS

In 2024, 2025 and for the six months ended June 30, 2026, purchases from our five largest suppliers amounted to RMB8.4 million, RMB26.1 million and RMB32.5 million, accounting for 34.5%, 37.3% and 40.9% of our total purchases in the respective periods. In 2024, 2025 and for the six months ended June 30, 2026, purchases from our largest supplier amounted to RMB3.0 million, RMB10.5 million and RMB18.2 million, accounting for 12.2%, 15.0% and 22.9% of our total purchases in the respective periods. To the best of our Directors' knowledge, all of our five largest suppliers in each year/period during the Track Record Period were Independent Third Parties. As of the Latest Practicable Date, none of our Directors, their close associates, or any Shareholder who, to the best knowledge of our Directors, owned more than 5% of our issued share capital had any interest in any of our five largest suppliers in each year/period during the Track Record Period.

COMMERCIALIZATION

Due to the novel and complex nature of CAR-T therapies, we believe that a solid and experienced team is the most essential component for successful ideation, concept development, product launch, and commercialization throughout the product lifecycle. We aim to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance. We intend to collaborate with an experienced contract sales organization (CSO) in China, especially those with commercialization experience of both CAR-T products and prescription drugs for gastrointestinal (GI) cancer indications, to promote the commercialization of IMC002. We plan to continue nurturing our existing partnerships and networks with PIs, KOLs, and industry experts in China to set the ground for our future expansion. In addition, moving forward, we will seek to introduce our treatments to other major markets outside Greater China, including the United States and Europe. For further information, see "Business — Commercialization" elsewhere in this document.

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, Dr. Minmin Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu. In addition, Dr. Sun is entitled to control the composition of a majority of our Board pursuant to the shareholders' agreements prior to the [**REDACTED**]. Accordingly, Dr. Sun together with her controlled entities are considered to be our Controlling Shareholders prior to the [**REDACTED**].

Immediately upon completion of the [**REDACTED**] and assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised, Dr. Sun together with her controlled entities will be entitled to exercise the voting rights attached to approximately [**REDACTED**]% of our total issued share capital. As the shareholders' agreement would be terminated immediately before the [**REDACTED**], they will cease to be our Controlling Shareholders and continue to be our Single Largest Group of Shareholders upon the [**REDACTED**].

[**REDACTED**] INVESTORS

Since the establishment of our Company, we have received six rounds of equity financing totaling approximately RMB973 million from our [**REDACTED**] Investors. Our [**REDACTED**] Investors include Sophisticated Investors, namely, Shenzhen Pengfu Biopharmaceutical Industry Private Equity Investment Partnership (Limited Liability Enterprise Partnership) ("**FHC Shenzhen**"), SDIC (Guangdong) Scientific and Technological Achievement Transformation Venture Capital Fund Partnership (Limited Partnership) (國投(廣東)科技成果轉化創業投資基金合夥企業(有限合夥)) ("**SDICVC Fund**") and Vivo (Suzhou) Healthcare Industry Investment Fund (Limited Partnership) (維梧(蘇州)健康產業投資基金(有限合夥)) ("**Vivo Capital**"), each of which has made meaningful investment in our Company at least six months before the [**REDACTED**]. FHC Shenzhen, SDICVC Fund and Vivo Capital will respectively hold approximately [**REDACTED**]%, [**REDACTED**]% and [**REDACTED**]% of the total issued Shares immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised). As of June 30, 2026, we have utilized approximately 50.4% of the proceeds from the [**REDACTED**] Investments for the principal business of our Group, including but not limited to research and development of our products, the growth and expansion of our business and general working capital purposes.

For further details on the identities and background of our Sophisticated Investors and other [**REDACTED**] Investors and the principal terms of the [**REDACTED**] Investments, please see "History, Development and Corporate Structure — [**REDACTED**] Investments — Information about our [**REDACTED**] Investors."

SUMMARY OF KEY FINANCIAL INFORMATION

The summary historical financial information set forth below has been derived from and should be read in conjunction with our historical financial information including the accompanying notes set forth in the Accountants' Report included in Appendix I to this document, as well as the information in "Financial Information" included in this document. Our financial information was prepared in accordance with IFRS Accounting Standards.

Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth our consolidated statements of profit or loss and other comprehensive income for the years/periods indicated.

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Other income and gains	3,360	4,019	1,746	6,632
Research and development costs	(54,440)	(77,941)	(25,552)	(82,203)
Administrative expenses	(18,753)	(39,802)	(10,588)	(33,096)
Other expenses	(250)	–	–	–
Finance costs	(1,229)	(1,048)	(691)	(235)
Loss before tax	**(71,312)**	**(114,772)**	**(35,085)**	**(108,902)**
Income tax expense	–	–	–	–
Loss for the year/period	**(71,312)**	**(114,772)**	**(35,085)**	**(108,902)**

For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, we incurred net losses of RMB71.3 million, RMB114.8 million, RMB35.1 million and RMB108.9 million, respectively, primarily due to our substantial research and development costs and administrative expenses.

During the Track Record Period, our research and development costs primarily consisted of (i) clinical development and pre-clinical research costs, (ii) staff costs for and share-based payments to our research and development employees, (iii) material and consumable costs, and (iv) depreciation and amortization. For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, the research and development costs for the Core Product were RMB32.1 million, RMB57.4 million, RMB19.6 million and RMB63.1 million, respectively, representing 59.0%, 73.7%, 76.6% and 76.8% of our total research and development costs for the same period. Our research and development costs increased by 43.2% from RMB54.4 million in the year ended December 31, 2024 to RMB77.9 million in the year ended December 31, 2025, primarily attributable to increases in clinical development and pre-clinical research costs and material and consumable costs resulting from the advancement of clinical development of IMC002 into a registrational clinical trial, and our investments during the early stage of research and development of certain of our *in vivo* CAR-T products. Our research and development costs increased significantly from RMB25.6 million in the six months ended June 30, 2025 to RMB82.2 million in the six months ended June 30, 2026, primarily attributable to increases in clinical development and pre-clinical research costs, staff costs and material and consumable costs in relation to registrational clinical trial of IMC002, phase I clinical trial of IMC001, and IIT of certain of our *in vivo* CAR-T products.

During the Track Record Period, our administrative expenses primarily consisted of (i) staff costs for our administrative personnel, (ii) professional service fee, mainly including [**REDACTED**] expenses incurred in connection with the proposed [**REDACTED**] and other fees relating to our equity financing, (iii) office and travelling expense in relation to our administrative activities, and (iv) depreciation and amortization expenses. Our administrative expenses increased significantly from RMB18.8 million in the year ended December 31, 2024 to RMB39.8 million in the year ended December 31, 2025, and from RMB10.6 million in the six months ended June 30, 2025 to RMB33.1 million in the six months ended June 30, 2026, primarily attributable to (i) an increase in professional service fee, reflecting an increase in professional service fees paid for strategic and marketing consulting services in 2025 and [**REDACTED**] expenses incurred in connection with the proposed [**REDACTED**] in 2025 and 2026, and (ii) increases in staff costs and share-based payments, reflecting the increased compensation to our administrative personnel.

For further details, please refer to the paragraph headed "Financial Information — Description of Key Components of Our Consolidated Statements of Profit or Loss and Other Comprehensive Income" in this document.

Selected Items of Consolidated Statements of Financial Position

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Total current assets	120,268	442,163	481,417
Total assets	157,322	499,760	550,963
Total current liabilities	66,539	53,596	41,680
Total liabilities	69,983	57,208	44,627
Net current assets	53,729	388,567	439,737
Net assets	87,339	442,552	506,336

Our net assets increased from RMB87.3 million as of December 31, 2024 to RMB442.6 million as of December 31, 2025, and then increased to RMB506.3 million as of June 30, 2026, primarily due to cash proceeds received from equity financing. For details of our financial position, please refer to the paragraph headed "Financial Information — Discussion of Selected Items from the Consolidated Statements of Financial Position" in this document.

Liquidity and Capital Resources

The following table sets out a summary of our cash flows for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
		(RMB in thousands)		
			(unaudited)	
Net cash used in operating activities	(59,575)	(98,126)	(32,212)	(101,640)
Net cash (used in)/generated from investing activities	(33,498)	(149,640)	(42,976)	119,221
Net cash generated from financing activities	22,305	433,505	74,176	146,070

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Net (decrease)/increase in cash and cash equivalents	(70,768)	185,739	(1,012)	163,651
Cash and cash equivalents at beginning of year/period	123,232	52,464	52,464	238,203
Cash and cash equivalents at end of year/period	**52,464**	**238,203**	**51,452**	**401,854**

We recorded net operating cash outflows during the Track Record Period, primarily as a result of our research and development costs and administrative expenses. We plan to improve our net operating cash outflow position by the following means: (i) accelerating the clinical development of our product candidates and advancing them towards commercialization in the next few years, particularly our Core Product candidate IMC002; (ii) adopting comprehensive measures to effectively optimize our cost structure and control our operating expenses; (iii) closely monitoring our receivables collection and payables settlement, thereby enhancing working capital management and improving our cash flow position; and (iv) successfully launching the [**REDACTED**] to obtain the [**REDACTED**] thereof.

For details of our cash flows, please refer to the paragraph headed "Financial Information — Liquidity and Capital Resources" in this document.

Cash Operating Costs

The following table sets forth key information relating to our cash operating costs for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Cash operating costs relating to our Core Product:				
Clinical development and pre-clinical research costs	9,208	14,375	7,598	22,342
Staff costs	11,542	10,012	6,665	12,228
Material and consumable costs	4,192	4,527	1,832	10,012
Others	1,339	1,639	1,026	2,122
Subtotal	26,281	30,553	17,121	46,704
Cash operating costs relating to our other product candidates:				
Clinical development and pre-clinical research costs	5,671	18,828	327	6,857
Staff costs	11,204	13,750	4,213	9,186
Material and consumable costs	1,809	2,980	526	3,195
Others	1,511	1,181	192	542
Subtotal	20,195	36,739	5,258	19,780

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Other cash operating costs:				
Staff costs	10,475	11,836	4,889	9,921
Professional service expenses	2,041	7,589	2,946	18,803
Others	975	6,756	1,006	4,902
Total	**59,967**	**93,473**	**31,220**	**100,110**

Key Financial Ratios

The following table sets forth certain of our key financial ratios as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
Current ratio[(1)]	1.8	8.2	11.6
Gearing ratio[(2)]	51.5%	3.1%	–

Notes:

(1) Current ratio is calculated by dividing current assets by current liabilities as of the date indicated.

(2) Gearing ratio is calculated by dividing interest-bearing bank borrowings by total equity as of the date indicated, multiplied by 100%.

Working Capital

The Directors are of the opinion that, taking into account the financial resources available to us, including (i) our existing cash and cash equivalents; (ii) financial assets at fair value through profit or loss; (iii) available bank facilities; and (iv) the estimated [**REDACTED**] from the [**REDACTED**], we have sufficient working capital to cover 125% of our cash expenditure for at least the next 12 months following the date of this document.

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, (ii) cash paid for purchases of property, plant and equipment, (iii) principal and interest payments on lease liabilities. We consider these items to be key indicators of our operational efficiency, reflecting payments which can significantly impact our cashflow, and the costs of financing lease obligations, all of which may occur on a regular basis. We estimate that we will receive [**REDACTED**] of approximately HK$[**REDACTED**] million after deducting the [**REDACTED**] fees and expenses payable by us in the [**REDACTED**], assuming no [**REDACTED**] is exercised and assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**] (being the [**REDACTED**] of the indicative [**REDACTED**] range). Assuming the average cash burn rate going forward of 2.5 times the level in the year ended December 31, 2025, we estimate that (i) our cash and cash equivalents along with the financial assets measured at fair value through profit or loss as of June 30, 2026 will be able to maintain our financial viability for 21 months, (ii) if we take into account all of the estimated [**REDACTED**] from the [**REDACTED**], [**REDACTED**] months. We will continue to monitor our cash flows from operations closely and expect to raise our next round of financing, if needed, with a minimum buffer of 12 months.

[**REDACTED**] STATISTICS

The statistics in the following table are based on the assumptions that [**REDACTED**] H Shares will be issued pursuant to the [**REDACTED**], [**REDACTED**] Unlisted Shares will be [**REDACTED**] into H Shares and the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised:

	Based on an [REDACTED] of HK$[REDACTED] per Share	**Based on an [REDACTED] of HK$[REDACTED] per Share**
[**REDACTED**] of our H Shares[(1)]	HK$[**REDACTED**] million	HK$[**REDACTED**] million
Unaudited [**REDACTED**] adjusted consolidated net tangible assets attributable to owners of the parent per Share[(2)]	HK$[**REDACTED**]	HK$[**REDACTED**]

(1) The calculation of the [**REDACTED**] of our H Shares is based on the [**REDACTED**] H Shares, comprising [**REDACTED**] H Shares to be issued under the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) and [**REDACTED**] H Shares to be [**REDACTED**] from Unlisted Shares, expected to be in issue immediately upon completion of the [**REDACTED**].

(2) The unaudited [**REDACTED**] adjusted consolidated net tangible assets attributable to owners of the parent per Share as at June 30, 2026 are calculated on the basis that [**REDACTED**] H Shares are in issue which is retrospectively adjusted for Share Subdivision (whereby each share is subdivided into five shares), and assuming that the [**REDACTED**] had been completed on June 30, 2026, without taking into account of any shares which may be allotted and issued upon the exercise of the [**REDACTED**] and the exercise of any share options granted under the 2026 [**REDACTED**] Share Option Scheme. The unaudited [**REDACTED**] adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at an exchange rate of RMB[0.86550] to HK$1.00.

DIVIDEND

We did not declare or pay dividends on our Shares during the Track Record Period.

Any future declarations and payments of dividends will be at the absolute discretion of our Directors and will depend on our actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors which our Directors consider relevant. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. In view of our accumulated losses, as advised by our PRC Legal Advisors, we shall not declare or pay dividend until the accumulated losses are covered by our after-tax profits and sufficient statutory common reserve is drawn in accordance with the relevant laws and regulations. According to relevant PRC laws, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our after-tax net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. As a result, we may not have sufficient or any distributable profits to make dividend contributions to our Shareholders, even if we become profitable.

We currently do not have formal dividend policy or any pre-determined dividend payout ratio.

USE OF [REDACTED]

We estimate that we will receive [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**] million, after deducting [**REDACTED**] commissions, fees and other estimated expenses in connection with the [**REDACTED**] paid and payable by us in connection with the [**REDACTED**] and assuming that the [**REDACTED**] is not exercised and an [**REDACTED**] of HK$[**REDACTED**] per Share (being the [**REDACTED**] of the indicative [**REDACTED**] range).

We currently intend to apply these [**REDACTED**] for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- Approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development and commercialization of our Core Product, IMC002.

- Approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development of our *in vivo* CAR-T platform and product candidates, including, but not limited to, IMV101, IMV102, IMV103 and IMV104. The [**REDACTED**] will be primarily used to fund the IND-enabling studies and IND applications, clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.

- Approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development of our other product candidates, including, but not limited to, IMC001. The [**REDACTED**] will be primarily used to fund the clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.

- Approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, for working capital and general corporate purposes, including funding day-to-day operations, supporting liquidity needs, and other corporate expenditures.

For further details, see "Future Plans and Use of [**REDACTED**]."

RISK FACTORS

We face a number of material risks including those set out in the section headed "Risk Factors." As different investors may have different interpretations and criteria when determining the significance of risks, you should read the "Risk Factors" section in its entirety before you decide to invest in our H Shares. Some of the major risks that we face include:

- If we are unable to successfully complete clinical development, obtain regulatory approval and/or commercialize our product portfolio, including our Core Product, or if we experience delays in any of the foregoing, our business, financial conditions, results of operations and prospects will be materially and adversely affected.

- Clinical development of biopharmaceutical products involves a lengthy, difficult and expensive process with uncertain outcomes, and results of earlier clinical studies and trials may not be predictive of future trial results.

- If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, our business will be materially impaired.

- The manufacturing process of our cell-based products is highly complex, and our business could be materially and adversely affected if we encounter problems in manufacturing our product candidates or fail to comply with regulatory requirements.

- We have incurred net losses since our inception and expect to continue to incur losses for the foreseeable future; we may never achieve or maintain profitability.

- We could be unsuccessful in obtaining or maintaining adequate patent protection for one or more of our product candidates and our technology platforms, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties may compete directly against us.

[**REDACTED**] EXPENSES

[**REDACTED**] expenses represent professional fees, [**REDACTED**] commission and other fees incurred in connection with the [**REDACTED**]. We estimate that our [**REDACTED**] expenses will be approximately HK$[**REDACTED**] million (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised and based on the [**REDACTED**] of HK$[**REDACTED**] per Share (being the [**REDACTED**] of the indicative [**REDACTED**] range)), which accounts for approximately [**REDACTED**]% of the [**REDACTED**] from the [**REDACTED**]. We estimate the [**REDACTED**] expenses to consist of approximately HK$[**REDACTED**] million in [**REDACTED**] fees and HK$[**REDACTED**] million in non-[**REDACTED**] fees (which consist of fees and expenses of the Sole Sponsor of approximately HK$[**REDACTED**] million, fees and expenses of legal advisors and our Reporting Accountant of approximately HK$[**REDACTED**] million and other fees and expenses of approximately HK$[**REDACTED**] million). Among the total [**REDACTED**] expenses, approximately HK$[**REDACTED**] million will be directly attributable to the issue of our Shares, which will be deducted from equity upon the completion of the [**REDACTED**], RMB[**REDACTED**] million has been expensed during the Track Record Period, and the remaining approximately HK$[**REDACTED**] million will be expensed in our consolidated statements of profit or loss and other comprehensive income before the [**REDACTED**].

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

As we further our pre-clinical studies and continue to support the clinical trials of our product candidates, we expect our research and development costs and administrative expenses to continue to increase for the year ending December 31, 2026. As we have no product approved for commercial sale and therefore have not generated any revenue, we expect to incur increased net loss in the year ending December 31, 2026.

After performing sufficient due diligence work that our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since June 30, 2026 (being the end date of the period reported on in the Accountants' Report set out in Appendix I to this document) and there has been no event since June 30, 2026 which would materially affect the information as set out in the Accountants' Report set out in Appendix I to this document.

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain other terms and expressions are explained in the section headed "Glossary of Technical Terms" in this document.

"Accountants' Report"	the accountants' report of our Company, the text of which is set out in Appendix I to this document
"affiliate(s)"	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the articles of association of our Company adopted on February 10, 2026, with effect upon the [**REDACTED**] (as amended from time to time), a summary of which is set out in Appendix V to this document
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Audit Committee"	the audit committee of our Board
"Board" or "Board of Directors"	the board of Directors
	[**REDACTED**]
"Business Day"	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
	[**REDACTED**]
"Chengdu Immunofoco"	Chengdu Immunofoco Biotechnology Co., Ltd. (成都易慕峰生物科技有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on October 18, 2022
"China" or "PRC"	the People's Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this document, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People's Republic of China

"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	Shenzhen Immunofoco Biotechnology Co., Ltd. (深圳易慕峰生物科技股份有限公司), a company established under the laws of the PRC as a limited liability company on July 16, 2020 and converted into a joint stock company with limited liability in the PRC on January 22, 2026
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"connected transaction(s)"	has the meaning ascribed thereto under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Core Product"	has the meaning ascribed to it under Chapter 18A of the Listing Rules, is the product for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rule and Chapter 2.3 of the Guide for New Listing Applicants, and in this context, refers to IMC002
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)" or "our Director(s)"	the director(s) of our Company
"Dr. Sun"	Dr. Minmin Sun (孫敏敏), our founder, chairperson of the Board, executive Director and chief executive officer
"EIT"	enterprise income tax
"EIT Law"	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得税法》)
"ESG"	environmental, social and governance
"Extreme Conditions"	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
"FDA"	U.S. Food and Drug Administration

[**REDACTED**]

"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. (弗若斯特沙利文(北京)諮詢有限公司上海分公司), our industry consultant
"F&S Report"	the industry report commissioned by our Company and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed "Industry Overview" in this document

[**REDACTED**]

"Group", "our Group", "we", "us" or "our"	our Company and all of its subsidiaries, or any one of them as the context may require
"Guangdong Bioshare"	Guangdong Henggin Bioshare Technology Co., Ltd. (廣東橫琴曦爾瑞科技有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on June 23, 2026
"Guangzhou Bioshare"	Guangzhou Bioshare Technology Co., Ltd. (廣州曦爾瑞科技有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on November 2, 2023
"Guide for New Listing Applicants"	the Guide for New Listing Applicants published by the Stock Exchange
"H Share(s)"	overseas listed foreign ordinary share(s) in the share capital of our Company with a nominal value of RMB[**REDACTED**] each, which are to be [**REDACTED**] for and [**REDACTED**] in Hong Kong dollars and to be [**REDACTED**] on the Stock Exchange

[**REDACTED**]

"HK Immunofoco"	Immunofoco Pharmaceutical Technology Limited, our wholly-owned subsidiary incorporated under the laws of Hong Kong with limited liability on November 23, 2023

[**REDACTED**]

[**REDACTED**]

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK$"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[**REDACTED**]

"Independent Third Party(ies)"	any person(s) or entity(ies) who/which is not a connected person of our Company within the meaning of the Listing Rules

[**REDACTED**]

"Latest Practicable Date"	August 11, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[**REDACTED**]
"Listing Committee"	the listing committee of the Hong Kong Stock Exchange
	[**REDACTED**]
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
"MOF"	Ministry of Finance of the PRC (中華人民共和國財政部)
"Nanjing Bioshare"	Nanjing Bioshare Technology Co., Ltd. (南京曦爾瑞科技有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on April 14, 2022

"NDRC"	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
"NHC"	the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
"NMPA"	the National Medical Products Administration of the PRC (國家藥品監督管理局), the successor to the China Food and Drug Administration (國家食品藥品監督管理總局)
"Nomination Committee"	the nomination committee of our Board
"NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會)

[**REDACTED**]

"Overseas Listing Trial Measures"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on February 17, 2023
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC Company Law"	the Company Law of the People's Republic of China (《中華人民共和國公司法》)
"PRC Government"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them

"PRC Legal Adviser"	Zhong Lun Law Firm, the legal adviser of our Company as to the PRC laws
"PRC Securities Law"	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
"[**REDACTED**] Equity Incentive Scheme"	the share awards scheme of our Company which was adopted in November 2025, a summary of the principal terms of which is set forth in the section headed "Statutory and General Information — Employee Share Incentive Schemes — B. [**REDACTED**] Equity Incentive Scheme" in Appendix VI to this document
"[**REDACTED**] Investment(s)"	the investment(s) in our Company undertaken by the [**REDACTED**] Investors, details of which are set out in the section headed "History, Development and Corporate Structure — [**REDACTED**] Investments " in this document
"[**REDACTED**] Investor(s)"	the investor(s) of the [**REDACTED**] Investment(s)
"[**REDACTED**] Share Option Schemes"	the share option schemes of our Company which were adopted in January 2021, August 2022 and August 16, 2026, respectively, a summary of the principal terms of which is set forth in the section headed "Statutory and General Information — Employee Share Incentive Schemes — A. [**REDACTED**] Share Option Schemes" in Appendix VI to this document

[**REDACTED**]

"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Committee"	the remuneration committee of our Board
"Renminbi" or "RMB"	Renminbi, the lawful currency of the PRC
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
"Securities and Futures Commission" or "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, supplemented or otherwise modified from time to time
"SG Immunofoco"	Immunofoco Pharmaceutical Technology Private Limited, our wholly-owned subsidiary incorporated in Singapore with limited liability on December 12, 2023

"Shanghai Haiyi"	Shanghai Haiyi Biotechnology Partnership (Limited Partnership) (上海海嶧生物科技合夥企業(有限合夥)), a limited partnership established under the laws of PRC on July 1, 2020, one of our Single Largest Group of Shareholders
"Shanghai Immunofoco"	Shanghai Immunofoco Pharmaceutical Research Co., Ltd. (上海易慕峰醫藥研究有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on January 10, 2022
"Shanghai Yimu"	Shanghai Yimu Biotechnology Partnership (Limited Partnership) (上海嶧慕生物科技合夥企業(有限合夥)), a limited partnership established under the laws of PRC on July 1, 2020, one of our Single Largest Group of Shareholders
"Shanghai Yizhong"	Shanghai Yizhong Biotechnology Partnership (Limited Partnership) (上海嶧眾生物科技合夥企業(有限合夥)), a limited partnership established under the laws of PRC on September 3, 2021, one of our Single Largest Group of Shareholders
"Share(s)"	ordinary share(s) in the capital of our Company with a nominal value of RMB0.20 each, including both Unlisted Shares and H Shares
"Shareholder(s)"	holder(s) of our Share(s)
"Single Largest Group of Shareholders"	comprises (i) Dr. Sun, (ii) Shanghai Haiyi, (iii) Shanghai Yizhong and (iv) Shanghai Yimu
"Sole Sponsor", "[**REDACTED**]" and "[**REDACTED**]"	the sole sponsor, the [**REDACTED**] and the sole [**REDACTED**] of the [**REDACTED**] of the H Shares on the Hong Kong Stock Exchange as named in the section headed "Directors and Parties Involved in the [**REDACTED**]" in this document
"Sophisticated Investor(s)"	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants
	[**REDACTED**]
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules

"Suzhou Immunofoco"	Suzhou Immunofoco Biopharmaceutical Co., Ltd. (蘇州易慕峰生物製藥有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on September 19, 2025
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs published by the SFC (as amended, supplemented or otherwise modified from time to time)
"Track Record Period"	the two years ended December 31, 2025 and the six months ended June 30, 2026
	[**REDACTED**]
"United States" or "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"Unlisted Share(s)"	ordinary share(s) in the share capital of our Company, with a nominal value of RMB0.20 each, which are subscribed for in Renminbi
"U.S. dollars", "US$" or "USD"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
"Wuhan Bioshare"	Wuhan Bioshare Technology Co., Ltd. (武漢曦爾瑞科技有限公司), our wholly-owned subsidiary incorporated under the laws of PRC with limited liability on June 15, 2026
"2026 [**REDACTED**] Share Option Scheme"	the share option scheme adopted by our Company on August 16, 2026, the principal terms of which are set forth in the section headed "Statutory and General Information — Employee Share Incentive Schemes — A. [**REDACTED**] Share Option Schemes — 2026 [**REDACTED**] Share Option Scheme" in Appendix VI to this document
"%"	percent

GLOSSARY OF TECHNICAL TERMS

This glossary contains definition of certain terms used in this Document in connection with us and our business. Some of these may not correspond to standard industry definitions.

"AE" or "adverse event"	any untoward medical occurrences in a patient or clinical investigation subject who has been administered with a drug or other pharmaceutical product during clinical trials and which do not necessarily have a causal relationship with the treatment
"Allogeneic CAR-T Cell Therapy"	a type of CAR-T therapy where the T cells are derived from a healthy donor (rather than the patient), modified *ex vivo*, and then administered to the patient.
"Autologous CAR-T Cell Therapy"	a type of CAR-T therapy where the patient's own T cells are collected, genetically modified *ex vivo* to express a CAR, expanded, and then reinfused into the same patient.
"antigen"	the substance that is capable of stimulating an immune response, specifically activating lymphocytes, which are the body's infection-fighting white blood cells
"ASGCT"	American Society of Gene & Cell Therapy
"ASH"	American Society of Hematology
"autoimmune disease"	a condition that results from an anomalous response of the adaptive immune system
"B-cell" or "B cell"	a type of white blood cell that differs from other types of lymphocytes by expressing B cell receptors on its surface, and responsible for producing antibodies
"BCMA"	B cell maturation antigen, a protein that is highly expressed in a number of hematologic malignancies
"BLA"	biologics license application
"BIC" or "Best-in-Class"	it describes a drug candidate that, based on available data, appears to have superior efficacy, safety, or other key attributes compared to other therapies in the same class or for the same indication.
"CAR(s)"	chimeric antigen receptor(s)
"CAR-T" or "CAR T"	chimeric antigen receptor T cell
"CD19"	a cell surface protein expressed on the surface of almost all B cell leukemia and lymphoma
"CDE"	Center for Drug Evaluation, an institution under the NMPA

"CDMO(s)"	contract development manufacturing organization(s), a company that serves other companies in the pharmaceutical industry on a contract basis to provide comprehensive services from drug development through drug manufacturing
"(c)GMP"	(current) good manufacturing practices
"chemotherapy"	a category of cancer treatment that uses one or more anti-cancer chemotherapeutic agents as part of its standardized regimen
"CLDN18.2"	Claudin 18.2, an attractive target in the treatment of certain solid tumors such as gastric cancer, esophageal cancer and pancreatic cancer
"CMC"	chemistry, manufacturing, and controls processes in the development, licensure, manufacturing, and ongoing marketing of pharmaceutical products
"cohort"	a group of patients as part of a clinical study who share a common characteristic or experience within a defined period and who are monitored over time
"CR"	complete response, the disappearance of all signs of cancer in response to treatment
"CRO(s)"	contract research organization(s), a company provides support to the pharmaceutical, biotechnology, and medical device industries in the form of research and development services outsourced on a contract basis
"CRS"	cytokine release syndrome, a form of systemic inflammatory response syndrome that arises as a complication of some diseases or infections, and is also an adverse effect of some monoclonal antibody drugs, as well as adoptive T cell therapies
"CSCO"	Chinese Society of Clinical Oncology
"CSO(s)"	contract sales organization(s), a company that provides various services and solutions related to pharmaceutical marketing and commercial activities under contracts with pharmaceutical or biotech companies
"CTC(s)" or "Circulating Tumor Cell"	a cell that has shed into the vasculature from a primary tumor and is carried in the bloodstream, potentially leading to metastasis
"cytokine"	a broad and loose category of small proteins that are important in cell signaling. Their release has an effect on the behavior of cells around them
"cytotoxic"	toxic to living cells

GLOSSARY OF TECHNICAL TERMS

"DC"	a dendritic cell is an antigen-presenting cell which is also known as an accessory cell of the mammalian immune system.
"DCR"	disease control rate
"DLBCL"	Diffuse large B-cell lymphoma, a common type of non-Hodgkin's lymphoma that starts in lymphocytes
"DLT"	dose-limiting toxicity
"DOR"	duration of response
"ECOG"	Eastern Cooperative Oncology Group, one of the first publicly funded cooperative groups to perform multicenter clinical trials for cancer research
"EOP1"	a formal, Type B (FDA) or Type II (NMPA) meeting conducted after Phase I trials. It facilitates crucial discussions on Phase II or registrational study design, CMC and, for specific serious diseases, accelerates development, aiming for alignment on study goals.
"EpCAM"	epithelial cell adhesion molecule, which is a protein on epithelial cell surfaces that helps with cell-to-cell binding, but also has complex roles in cell growth, signaling, and migration, acting as a marker for many cancers because it's overexpressed in tumors, making it useful for diagnosis and potential therapy.
"*ex vivo*"	outside of the living body
"FOCO-CAR"	Immunofoco's proprietary FOCO-CAR platform, a technology for producing CAR-T cell therapies
"FOLFIRINOX"	a chemotherapy combination used mainly for advanced pancreatic cancer, named from the initials of its four drugs: leucovorin calcium, fluorouracil (5-FU), irinotecan, and oxaliplatin, which work together to destroy rapidly dividing cancer cells
"GC"	gastric cancer
"GCP"	good clinical practice
"GEJ"	gastroesophageal junction
"GI"	gastrointestinal
"hematological malignancies"	cancers affecting blood-forming tissues like bone marrow or immune system cells, primarily categorized as leukemia, lymphoma, and multiple myeloma

GLOSSARY OF TECHNICAL TERMS

"HER2"	human epidermal growth factor receptor 2, a protein involved in normal cell growth; HER2 may be made in larger than normal amounts by some types of cancer cells, including breast, ovarian, bladder, pancreatic, stomach, and esophageal cancers
"IIT" or "investigator-initiated trial"	clinical trial sponsored and conducted by independent investigators
"immunotherapy"	use of the immune system to treat disease
"*in vitro*"	studies are performed with microorganisms, cells, or biological molecules outside their normal biological context
"*in vivo*"	those in which the effects of various biological entities are tested on whole, living organisms or cells, usually animals, including humans, and plants, as opposed to a tissue extract or dead organism
"IND"	investigational new drug or investigational new drug application, also known as clinical trial application in China
"KOL(s)" or "key opinion leader(s)"	a trusted, well-respected influencer with proven experience and expertise in a particular field; in healthcare, these thought leaders could be physicians, hospital executives, health system directors, researchers, patient advocacy group members, and more
"lentivirus"	a genus of retroviruses. Due to their rather flexible genome and a potential of transducing many forms of cells, lentiviruses have become one of the most widely used vectors for gene transfer
"LNP" or "lipid nano-particle"	a tiny, spherical delivery system made of fats that carries drugs or genetic material (like mRNA or siRNA) into cells
"LVV"	lentiviral vector
"lymphocytes"	a sub-type of white blood cells, such as T cells, B cells and NK cells
"mAb" or "monoclonal antibody"	antibodies that are made by identical immune cells which are all clones belonging to a unique parent cell
"metastatic"	in reference to any disease, including cancer, disease producing organisms or of malignant or cancerous cell transferred to other parts of the body by way of the blood or lymphatic vessels or membranous surfaces
"monotherapy"	therapy that uses a single drug to treat a disease or condition

GLOSSARY OF TECHNICAL TERMS

"mOS"	median overall survival, the length of time from either the date of diagnosis or the start of treatment for a disease that half of the patients in a group of patients diagnosed with the disease are still alive
"mPFS"	median progression-free survival; the time at which 50% of patients in a study group have experienced disease progression or death
"MxV-G" or "MxV glycoprotein"	The MxV glycoprotein is a fusogenic protein that mediates membrane fusion between the virus and the target cell. MxV belongs to the vesiculovirus genus of the Rhabdoviridae family and is genetically distinct from, yet shares partial homology with, the prototypical vesicular stomatitis virus (VSV)
"NC"	non-clinical
"NDA"	new drug application
"NHL"	non-Hodgkin's lymphoma
"NK"	natural killer cell, the human body's first line of defense due to their innate ability to rapidly seek and destroy abnormal cells
"NKG2D"	a crucial activating immune receptor on Natural Killer (NK) cells and certain T cells
"NRDL"	National Reimbursement Drug List
"neurotoxicity"	possible adverse side effect of a therapy that leads to a state of confusion, aphasia, encephalopathy, tremor, muscular weakness, and somnolence
"oncology"	a branch of medicine that deals with tumors, including study of their development, diagnosis, treatment and prevention
"On-target off-tumor Toxicity"	toxicity caused to non-cancerous cells that express the same antigen by an antigen-directed therapy when the relevant antigen is expressed to some extent on normal tissues in addition to tumor cells
"Orphan Drug Designation"	a designation by the FDA for drugs, biologics, or medical devices intended to prevent, diagnose, or treat rare conditions
"ORR"	overall response rate, the proportion of patients who have a partial or complete response to therapy
"OS"	overall survival, the length of time from diagnosis or treatment start that patients with a disease, typically cancer, remain alive, regardless of cause of death or disease progression

GLOSSARY OF TECHNICAL TERMS

"PC"	pancreatic cancer
"PCT"	Patent Cooperation Treaty
"PD" or "pharmacodynamics"	pharmacodynamics, the study of how a drug affects an organism, which, together with pharmacokinetics, influences dosing, benefit, and adverse effects of the drug
"PD-1"	programmed cell death protein 1 or programmed death receptor 1, an immune checkpoint receptor expressed on T cells, B cells and macrophages.
"PD-L1"	PD-1 ligand 1, which is a protein on the surface of a normal cell or a cancer cell that attaches to PD-1 on the surface of the T cell that causes the T cell to turn off its ability to kill the cancer cell
"Phase I clinical trial"	a study in which a drug is introduced into healthy human subjects or patients with the target disease or condition and tested for safety, dosage, tolerance, absorption, metabolism, distribution, excretion, and if possible, to gain an early indication of its effectiveness
"Phase Ib clinical trial"	an expansion part of the Phase 1 clinical trial conducted at the selected dose level(s) or selected indication(s) to further evaluate safety, tolerability, PK/PD, and preliminary efficacy in specific patient populations, and to further evaluate the proposed recommended Phase 2 dose (RP2D)
"Phase IIa clinical trial"	an early Phase II clinical trial that focuses on a proof-of-concept assessment of efficacy and safety in a small number of patients
"Phase II clinical trial"	a study in which a drug is administered to a limited patient population to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the drug for a specific targeted disease, and to determine dosage tolerance and optimal dosage
"Phase III clinical trial"	a large-scale study (hundreds to thousands of people) that confirms a new treatment's effectiveness, monitors side effects, compares it to current standard treatments (or placebo), and gathers data for regulatory approval, determining the drug's overall risks and benefits before it can be marketed
"PI(s)" or "principal investigator(s)"	the individual responsible for the conduct of a clinical study at a site
"PK" or "pharmacokinetics"	pharmacokinetics, the study of the bodily absorption, distribution, metabolism, and excretion of drugs, which, together with pharmacodynamics, influences dosing, benefit, and adverse effects of the drug

GLOSSARY OF TECHNICAL TERMS

"pre-clinical studies"	pre-clinical studies testing a drug on non-human subjects, to gather efficacy, toxicity, pharmacokinetics and safety information and to decide whether the drug is ready for clinical trials
"RECIST 1.1"	the standard guideline used in oncology clinical trials to objectively measure how solid tumors respond to treatment, classifying outcomes as Complete Response (CR), Partial Response (PR), Stable Disease (SD), or Progressive Disease (PD) by tracking changes in the size (longest diameter) of target lesions
"refractory"	disease that is resistant at the beginning of treatment or becomes resistant during treatment
" Regenerative Medicine Advanced Therapy" or "RMAT"	a special status granted by the FDA to regenerative medicine therapies, including cell therapies, intended to treat a serious or life-threatening disease or condition, and preliminary clinical evidence indicates that the drug has the potential to address unmet medical needs for such disease or condition
"registrational trial"	the final controlled trial or study to demonstrate clinical efficacy and safety evidence required before submission for drug marketing approval
"relapsed"	the return of a disease or the signs and symptoms of a disease after a period of improvement
"RP2D"	recommended Phase II dose
"scFv" or "Single-chain Variable Fragment"	a small, engineered protein that combines the antigen-binding parts (variable regions) of an antibody's heavy (VH) and light (VL) chains, connected by a flexible peptide linker, maintaining specificity but offering smaller size
"second-line" or "2L"	with respect to any disease, the therapy or therapies that are tried when the first-line (initial) treatments do not show adequate efficacy
"SLE"	systemic lupus erythematosus
"SNR(s)"	synthetic NKG2D receptor
"solid tumors"	an abnormal mass of tissue that usually does not contain cysts or liquid areas
"standard of care" or "SOC"	Treatment that is accepted by medical experts as a proper treatment for a certain type of disease and that is widely used by healthcare professionals

GLOSSARY OF TECHNICAL TERMS

"TAA"	a Tumor-Associated Antigen (TAA), which is a molecule found on cancer cells that triggers an immune response, either overexpressed or abnormally expressed compared to normal cells, serving as potential targets for cancer diagnosis and immunotherapy like vaccines or antibody therapies
"T-cell" or "T cell"	a lymphocyte of a type produced or processed by the thymus gland and actively participating in the immune response, which plays a central role in cell-mediated immunity. T cells can be distinguished from other lymphocytes, such as B cells and NK cells, by the presence of a T cell receptor on the cell surface
"third-line" or "3L"	with respect to any disease, the therapy or therapies that are tried when the second-line treatments do not show adequate efficacy
"3+3 design" or "3+3 dose escalation design"	a standard rule-based dose escalation study design used in clinical trials to determine the maximum tolerated dose (MTD). Under this design, patients are initially enrolled in cohorts of three. If no DLT is observed among the initial three patients, the trial proceeds to enroll patients at the next higher dose cohort. If one out of the three patients experiences a DLT, three additional patients are enrolled at that same dose level. If two or more patients out of a maximum of six experience a DLT at a specific dose level, the MTD is deemed to have been exceeded, and further dose escalation ceases. The MTD is therefore defined as the highest dose level at which no more than one out of six patients experiences a DLT
"TNBC"	triple-negative breast cancer
"toxicity"	the degree to which a substance or a mixture of substances can harm humans or animals
"treatment-related adverse event" or "TRAE"	undesirable events not present prior to medical treatment or an already present event that worsens in intensity or frequency following the treatment
"VHH"	Variable heavy chain of heavy domain, a small antigen-binding fragment derived from unique heavy-chain-only antibodies, which consist of a single monomeric variable domain, making them highly stable, soluble and effective for reaching hidden epitopes
"xenografts"	a transplant of tissue, organs, or cells from one species to another, primarily used in medical research, especially oncology, and temporary wound treatment, serving as models for disease and drug testing

FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements relating to our plans, objectives, beliefs, expectations, predictions and intentions, which are not historical facts and may not represent our overall performance for the periods of time to which such statements relate. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks, uncertainties and other factors facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our business strategies and plans to achieve these strategies;
- our ability to complete the development and obtain the relevant requisite regulatory approvals of our products;
- our product candidates under development or planning;
- the timing and outcome of the applications for registration of our product candidates with the NMPA and other regulators;
- our future debt levels and capital needs;
- changes to the political and regulatory environment in the industry and markets in which we operate;
- changes in competitive conditions and our ability to compete under these conditions;
- future developments, trends and conditions in the industry and markets in which we operate or plan to operate;
- effects of the global financial markets and economic crisis;
- our financial conditions and performance;
- our dividend policy, if any;
- changes or volatility in interest rates, foreign exchange rates, equity prices, volumes, operations, margins, risk management and overall market trends; and
- all other risks and uncertainties described in "Risk Factors".

In some cases, we use the words "aim", "anticipate", "believe", "can", "continue", "could", "estimate", "expect", "going forward", "intend", "ought to", "may", "might", "plan", "potential", "predict", "project", "seek", "should", "will", "would" and similar expressions to identify forward-looking statements. In particular, we use these forward-looking statements in the sections headed "Business" and "Financial Information" in this document in relation to future events, our future financial, business or other performance and development, the future development of our industry and the future development of the general economy of our key markets.

The forward-looking statements are based on our current plans and estimates and speak only as of the date they were made. We undertake no obligation to update or revise any forward-looking statements in light of new information, future events or otherwise. Forward-looking statements involve inherent risks and uncertainties and are subject to assumptions, some of which are beyond our control. We caution you that a number of important factors could cause actual outcomes to differ, or to differ materially, from those expressed in any forward-looking statements.

FORWARD-LOOKING STATEMENTS

Our Directors confirm that the forward-looking statements are made after reasonable care and due consideration. Nonetheless, due to the risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect, or at all.

Accordingly, you should not place undue reliance on any forward-looking statements in this document. All forward-looking statements contained in this document are qualified by reference to this cautionary statement.

An [**REDACTED**] *in our H Shares involves various risks. You should carefully consider all of the information set forth in this Document, including the risks and uncertainties described below, before making an* [**REDACTED**] *in our H Shares. Particularly, we are a biopharmaceutical company seeking to* [**REDACTED**] *on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules. Our operations and the biopharmaceutical industry involve certain risks and uncertainties, some of which are beyond our control and may cause you to lose all your* [**REDACTED**] *in our H Shares. The occurrence of any of the following events could materially and adversely affect our business, financial condition, results of operations or prospects. If any of these events occurs, the* [**REDACTED**] *of our H Shares could decline, and you may lose all or part of your* [**REDACTED**]. *Additional risks and uncertainties not presently known to us, or not expressed or implied below, or that we deem immaterial, could also harm our business, financial condition and results of operations.*

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in "Forward-looking Statements" in this Document. You should seek professional advice from your relevant advisors regarding your [**REDACTED**] *in the context of your particular circumstances.*

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks relating to the development, clinical trials and regulatory approval of our product candidates, (ii) risks relating to manufacturing and commercialization of our product candidates, (iii) risk relating to our financial position and need for additional funding, (iv) risks relating to our intellectual property rights, (v) risks relating to our business and industry, (vi) risks relating to doing business in the jurisdictions where we operate, and (vii) risks relating to the [**REDACTED**]. You should consider our business and prospects in light of the challenges we face, including the ones discussed in this section.

RISKS RELATING TO THE DEVELOPMENT, CLINICAL TRIALS AND REGULATORY APPROVAL OF OUR PRODUCT CANDIDATES

If we are unable to successfully complete clinical development, obtain regulatory approval and/or commercialize our product portfolio, including our Core Product, or if we experience delays in any of the foregoing, our business, financial conditions, results of operations and prospects will be materially and adversely affected.

The biopharmaceutical industry is highly competitive and subject to rapid technological change. We will face significant competition with respect to any product candidate that we develop or seek to commercialize. Many of our product candidates will face competition from existing therapies or new products in development by major international and domestic biopharmaceutical companies targeting the same indications or biological targets. For example, our Core Product IMC002 (a CAR-T therapy directed to Claudin-18.2) may face competition from other Claudin-18.2 targeting therapies being developed globally, as well as from established immune-oncology treatments; and our other products, including IMC001 (a CAR-T therapy directed to EpCAM), may face competition from other CAR-T therapies with the same or similar targets as well as from EpCAM- and Claudin-18.2 targeting therapies more broadly. If our competitors develop therapies that are more effective, safer, or reach the market faster than our product candidates, or if they achieve better market acceptance, our ability to commercialize our product candidates successfully could be significantly hindered. This intense competition could materially and adversely affect our financial condition, results of operations and business prospects.

Clinical development of biopharmaceutical products involves a lengthy, difficult and expensive process with uncertain outcomes, and results of earlier clinical studies and trials may not be predictive of future trial results.

Clinical development of biopharmaceutical products is capital-intensive and may demand years of effort to complete, while its outcomes are inherently uncertain and may not be favourable. We may encounter unexpected difficulties while executing our clinical development plans for our product candidates. Failure can occur at any time or stage during the clinical development process, which would result in a material and adverse effect on our business, financial conditions and results of operations.

Furthermore, the results of preclinical studies and early clinical trials may not be predictive of the success of later-phase clinical trials, and favourable initial or interim results of a clinical trial do not necessarily indicate the success of final results. Many companies in the biopharmaceutical industry have experienced significant setbacks in advanced clinical trials due to unsatisfactory efficacy or adverse safety profiles, notwithstanding promising results in earlier trials.

There may be significant variability in safety or efficacy results among different trials of the same product candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in sizes and demographics of the enrolled patients (such as genetic differences and patient adherence to the dosage regimen) and the dropout rate among enrolled patients in clinical trials. Differences in the number of clinical trial sites and countries involved may also lead to variability among clinical trials. Therefore, the results of planned clinical trials or other future clinical trials could be significantly different and deviate from our expectation, which could result in delays in the completion of clinical trials, regulatory approvals and the commencement of commercialization of our product candidates.

If our product candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or may ultimately be unable to complete, the development and commercialization of our product candidates.

Before obtaining regulatory approvals for the commercialization of our product candidates, we must conduct extensive clinical trials to demonstrate their safety and efficacy in humans. If the results of clinical trials of our product candidates are not positive or only modestly positive for the proposed indications, or if they raise safety concerns, any or some of the following could occur:

- regulatory approvals for our product candidates would be delayed or denied, or we may be required to conduct additional clinical trials or other testing of our product candidates beyond our current development plan;
- we may be required to add labelling statements, such as a "boxed" warning or a contraindication, or we may be required to create a medication guide outlining the risks of the adverse effects for distribution to patients;
- we may be required to implement a risk evaluation and mitigation strategy program, including medication guides, doctor communication plans and other risk management tools with restricted distribution methods and patient registries;
- we may not be able to obtain regulatory approvals for all the proposed indications as intended, or we may be subject to restrictions on how the product is distributed or used;
- we may be sued or held liable for injury caused to individuals exposed to or taking our product candidates; or

- conditional regulatory approval of our product candidates may require us to conduct confirmatory studies to verify the predicted clinical benefit and additional safety studies. The results from such studies may not support the clinical benefit, which would result in the approval being withdrawn.

If our product candidates ultimately fail to receive regulatory approvals due to unsatisfactory clinical trial results, our business, financial condition, results of operations and prospects would be materially and adversely affected.

Our product candidates may cause undesirable adverse events.

Undesirable adverse events caused by our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or in the delay or denial of regulatory approval by the NMPA, FDA and other comparable regulatory authorities. There is a risk that ongoing or future clinical trials may identify unforeseen adverse effects or more severe side effects. These potential risks could affect the broader clinical applicability of our product candidates and their use in combination therapies. In such an event, our clinical trials could be suspended or terminated and the NMPA, FDA and other comparable regulatory authorities could order us to cease further development of, or deny approval of, our product candidates for any or all targeted indications.

Product-related adverse events could affect patient recruitment or the ability of enrolled subjects to complete the trial and could result in potential product liability claims. Additionally, if one or more of our product candidates ultimately receives regulatory approval and undesirable side effects are subsequently identified, several potentially significant negative consequences could result. For example, in such cases, we may suspend marketing of the product; regulatory authorities may withdraw approvals of the product; regulatory authorities may require additional warnings on the label; and we may be required to develop risk evaluation and mitigation measures for the product or, if risk evaluation and mitigation measures are already in place, to incorporate additional requirements under such programs.

Any of these occurrences may harm our reputation, business, financial condition, results of operations and prospects significantly.

If we encounter delays or difficulties enrolling participants in our clinical trials, clinical development of our product candidates could be delayed or otherwise adversely affected.

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enrol a sufficient number of patients or participants who remain in the trial until their conclusion. We may not be able to initiate or continue clinical trials for our product candidates if we are unable to locate and enrol a sufficient number of eligible patients or participants to participate in these trials, or if there are delays in the enrolment of eligible patients or participants as a result of the competitive clinical enrolment environment. We may experience difficulties in patient enrolment in our clinical trials for a variety of reasons. In addition, some of our competitors have ongoing clinical trials for product candidates that treat the same indications as our product candidates, and patients or participants who would otherwise be eligible for our clinical trials may instead enrol in the clinical trials of our competitors' product candidates, which may further delay our clinical trial enrolments. Even if we are able to enrol a sufficient number of patients or participants in our clinical trials, any delays or difficulties encountered during the enrollment process could adversely impact our clinical development progress (including stage progression), resulting in increased costs, obstacles to trial completion, and disrupted timelines for planned trials, all of which would hinder our ability to advance our product candidates.

We may fail to sufficiently and promptly respond to and adapt to rapid scientific and technological changes, clinical demand and market changes in the industry, and we may be unable to establish strong market presence in this industry for a variety of reasons.

The global CAR-T therapy industry is characterized by advances in science and technology and the emergence of new treatment options. Our future success partially depends on our ability to launch new products that meet evolving market demands, in particular, new products that are effective in treating solid tumors. If we are unable to sufficiently and promptly respond to changes in clinical demand and purchasing patterns in the future, it may have an adverse effect on our business, financial conditions, results of operations and profitability.

The regulatory approval processes of the NMPA, the FDA and other comparable regulatory authorities are lengthy, time-consuming and inherently unpredictable. If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, our business will be materially impaired.

The regulatory approval processes of the NMPA, FDA and other comparable regulatory authorities depend on numerous factors, some of which may be outside our control. Generally, such approvals take years to be obtained following the commencement of preclinical studies and clinical trials. For instance, while we expect our product candidates to benefit from regulatory support for innovative therapies in China, the actual timeline for approval remains uncertain. Approval policies, regulations or the type and amount of clinical data necessary to gain approval may change in the future during the course of development and may vary among jurisdictions. For example, the implementation of Management of Clinical Research and Clinical Translation of New Biomedical Technologies (《生物醫學新技術臨床研究和臨床轉化應用管理條例》) since May 2026 and other applicable regulations may subject IITs of our product candidates to additional compliance requirements. Any regulatory non-compliance or adverse regulatory developments could delay, suspend or otherwise adversely affect our clinical development activities.

We cannot guarantee that we will be able to obtain regulatory approvals for our product candidates we may discover, in-license or acquire and seek to develop in the future. Our product candidates could fail to receive regulatory approval of the NMPA, FDA or a comparable regulatory authority for many reasons, including but not limited to:

- disagreement with the design or implementation of our clinical trials;
- failure to demonstrate that a product candidate is safe, effective and potent for its proposed indication;
- failure of our clinical trial results to meet the level of statistical significance required for approval;
- failure of our clinical trial process to pass relevant GCP inspections;
- disagreement with our interpretation of data from preclinical studies or clinical trials;
- insufficient data collected from the clinical trials of our product candidates to support the submission and filing of an NDA or other applications to obtain regulatory approval;
- failure of the manufacturer of our product candidates to pass GMP inspections during the regulatory review process or across the production cycle; and
- failure of our clinical trial sites to pass audits carried out by the NMPA, FDA or other regulatory authorities.

Any of these issues could result in delays or outright failure to obtain marketing approval, which would materially and adversely affect our business, financial condition, results of operations and prospects.

We work with various third parties to develop our product candidates. If these third parties fail to duly perform their contractual obligations or meet expected timelines, we may be unable to obtain regulatory approvals for, or commercialize, our product candidates, and our business, financial condition and results of operations could be materially and adversely affected.

We have worked with and may continue to work with third parties on our ongoing preclinical and clinical programs. For example, we work with contract research organizations ("**CROs**"), clinical trial sites, consultants and other third parties to monitor, support and/or conduct preclinical studies and clinical trials of our product candidates. We work with these parties to execute our preclinical studies and clinical trials, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies is conducted in accordance with the applicable protocols, legal and regulatory requirements and scientific standards, and our collaboration with the CROs does not relieve us of our regulatory responsibilities. If we or any of our CROs or clinical investigators fail to comply with the applicable GCP, we could be required to repeat clinical trials, which would delay the regulatory approval process.

If any of our relationships with these third-party CROs terminates, we may not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. Switching or adding additional CROs involves additional cost and delays, which can materially and adversely affect our ability to meet our desired clinical development timelines. Any of the foregoing events may cause cost increases, restrict our ability to generate revenue and have a material adverse effect on our business, financial condition, results of operations and prospects.

If we cannot maintain or develop clinical collaborations and relationships with our principal investigators, key opinion leaders, physicians and experts, our results of operations and prospects could be adversely affected.

Our relationships with principal investigators, key opinion leaders, physicians and experts play an important role in our research and development and future commercialization of our product candidates. We have established interaction channels with PIs, KOLs, physicians and experts to gain first-hand knowledge of clinical needs and clinical practice trends, which is critical to our ability to develop innovative and market-responsive therapies.

However, we cannot assure you that we will be able to maintain or strengthen our clinical collaborations and relationships with our PIs, KOLs, physicians and experts, or that our efforts to maintain or strengthen such relationships will yield the successful development and commercialization of our product candidates. Moreover, we cannot assure you that our academic collaborations or scientific promotion activities will continue to serve as an effective development or marketing strategy. If we are unable to develop our product candidates or generate returns from our relationships with business partners as anticipated, our business, financial condition, results of operations and prospects may be materially and adversely affected.

All material aspects of the research, development and commercialization of our product candidates are heavily regulated. Any failure to comply with relevant laws and regulations may adversely affect our business, financial condition, results of operations and prospects.

The jurisdictions in which we operate or intend to operate strictly regulate the biopharmaceutical industry, and in doing so they implement extensive regulations governing the development, approval, manufacturing, marketing, sales and distribution of biopharmaceutical products. Efforts to adapt to the differences in these regulatory regimes impose a complex and costly regulatory compliance burden on us.

The process of obtaining regulatory approvals and maintaining compliance with appropriate laws and regulations requires spending of substantial time and financial resources. Any recently enacted and future legislation may increase the difficulty and cost of us to obtain regulatory approval of, and commercialize, our product candidates, and affect the prices we may obtain.

Changes in government regulations or in practices relating to the biopharmaceutical industry, such as a relaxation in regulatory requirements; the introduction of simplified approval procedures, which would lower the entry barrier for potential competitors; or an increase in regulatory requirements, which may increase the difficulty for us to satisfy such requirements, may have a material and adverse impact on our business, financial conditions, results of operations, and prospects.

Failure to comply with the applicable requirements at any time during the product development process or approval process, or after approval, may subject us to administrative or judicial sanctions. Any occurrence of the foregoing could therefore materially and adversely affect our business, financial conditions, results of operations and prospects.

We may not be able to identify or discover product candidates, or to identify additional therapeutic opportunities for our product candidates.

We may fail to identify product candidates for clinical development for a number of reasons. For example, our research methodology may be unsuccessful in identifying potential product candidates with desirable safety and efficacy profiles, or those we identify may later be shown to have unfavourable pharmacological properties or manufacturing challenges that make them unmarketable or unlikely to receive regulatory approval. We have devoted significant resources to the discovery and optimization of our proprietary CAR-T cell therapy and cell technology platforms, and we cannot guarantee that we will be successful in identifying new product candidates with sufficient clinical potential.

Research programs to pursue the development of our product candidates for additional indications and to identify new product candidates and targets require substantial technical, financial and human resources. Our research programs may initially show promise in identifying potential indications and/or product candidates, yet fail to yield results suitable for further development for a number of reasons.

Accordingly, there can be no assurance that we will be able to identify additional therapeutic opportunities for our product candidates or to develop suitable potential product candidates through internal research programs, which could materially adversely affect our future growth and prospects. We may focus our efforts and resources on potential product candidates or other research programs that ultimately prove to be unsuccessful.

RISKS RELATING TO MANUFACTURING AND COMMERCIALIZATION OF OUR PRODUCT CANDIDATES

The manufacturing process of our cell-based products is highly complex, and our business could be materially and adversely affected if we encounter problems in manufacturing our product candidates or fail to comply with regulatory requirements.

The process of manufacturing our product candidates is complex and, for our current CAR-T product candidates, individualized, which includes harvesting T cells from patients, genetically modifying the T cells *ex vivo*, multiplying the T cells to obtain the desired dose, and ultimately infusing the T cells back into a patient's body. As a result of the complexities, the manufacturing process is less reliable and is more difficult to maintain consistency compared to the manufacturing process of traditional small molecule chemical compounds, antibodies or recombinant protein drugs. We cannot assure you there will not be any error during the manufacturing processes. If for any reason a patient's T cells are contaminated or the T cells are injured during the manufacturing process or storage, the manufacturing process for that patient will need to be restarted and the resulting delay may adversely affect that patient's outcome.

We may also encounter product variations in the manufacturing process, which may adversely impact patient outcomes. Such variations may be caused by a variety of reasons, such as logistical issues associated with the collection of white blood cells, or starting material, from the patient, shipping such material to the manufacturing site, shipping the final product back to the patient, and infusing the patient with the product, manufacturing issues or different product characteristics resulting from the differences in patient starting materials, variations between reagent lots, interruptions in the manufacturing process, contamination, equipment or reagent failure, improper installation or operation of equipment, vendor or operator error, inconsistency in cell growth, and variability in product characteristics. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects, and other supply disruptions, which in turn may have material adverse impact on our business operations.

Failure to obtain and maintain regulatory approvals for our manufacturing facilities, or any disruption or suspension of our manufacturing activities, may affect our business and results of operations.

We have been engaged in clinical scale manufacturing of our product candidates at our own facilities in Suzhou, China. Our existing and future manufacturing facilities are required to obtain and maintain regulatory approvals. They are also subject to ongoing, periodic inspection by the NMPA or other comparable regulatory authorities to ensure compliance with GMP regulations. Failure to obtain and maintain such regulatory approvals of our manufacturing facilities may subject us to sanctions such as fines, injunctions, penalties, suspension of clinical trials, refusal of regulatory authorities to grant marketing approval of our product candidates, delay, suspension or withdrawal of issued approvals, supply disruptions, seizures or recalls of our product candidates, operating restrictions and criminal prosecutions, any of which may have an adverse effect on our business.

We may also encounter problems with achieving adequate or clinical-grade products that meet the standards or specifications promulgated by the NMPA or other comparable regulatory agency, maintaining consistent and acceptable production costs, experiencing shortages of qualified personnel, raw materials or key contractors, or experiencing unexpected damage to our facilities or the equipment. Any such incidents may cause us to delay or suspend our manufacturing activities. We may not be able to secure temporary, alternative manufacturers for our product candidates with the terms, quality and costs acceptable to us, or at all. Such an event could delay our clinical trials and/or the availability of our product candidates for commercial sale once approved for marketing. Moreover, we may need to devote significant resources to remedy these deficiencies before we can continue production at our manufacturing facilities, which would divert our limited resources and management attention from other critical operations and may adversely affect our business and results of operations.

If we fail to expand, construct or operate our commercial manufacturing facilities as planned, our operating results could be adversely affected.

To cater to the anticipated market demand for our CAR-T product candidates, once they are approved by the NMPA, the FDA or other comparable regulatory authorities for marketing, we plan to expand our manufacturing facility. For additional information, see "Business — Chemistry, Manufacturing and Controls — Manufacturing."

In expanding or constructing our manufacturing facilities, we may experience unforeseen delays due to our failure to obtain funding, disrupted or delayed construction, or regulatory issues. Construction of new facilities, particularly for usage in the biopharmaceutical industry, is a complex and challenging process. We cannot assure you that our facility expansion or construction projects will be completed as planned. Further costs of construction could also exceed budget, divert resources from other productive uses and consume significant amounts of management time, therefore adversely affect our operating results.

In addition, we may not be able to fully utilize our expanded or newly constructed facilities immediately or at all. Among others, such facilities will be required to pass the GMP inspections conducted by relevant regulatory authorities before we are allowed to produce our product or product candidates for commercialization or clinical trials. There is no guarantee that we will be able to pass such inspections. If we are not able to obtain or maintain the necessary regulatory approvals, we would experience delays in operating our facilities, which would adversely affect our manufacturing ability, our results of operations, and future successful commercialization of our product candidates.

Further, as operating our manufacturing facilities requires specialized skills and practical experience, we may not be able to recruit additional employees with the relevant experience required to operate our equipment or work at our facilities immediately or at all, therefore prohibiting us from optimizing the utilization of our facilities. Such inefficiency may result in the costs associated with expanding or constructing our facilities outpace the increase in future revenues resulting from the manufacturing activities. As a result, even if our proposed expansion or construction plans are successfully carried out, our business, financial condition and results of operations may be adversely affected by our inability to optimize the utility of our facilities.

Changes of manufacturing process may incur additional costs or adversely affect our clinical development and commercialization efforts.

We may need to change our manufacturing process at various points during product development and even after commercialization for a number of reasons, such as to control costs, achieve scale, decrease processing time, increase manufacturing success rate, among others. Changes to our manufacturing process bear certain risks, such as potential failure to achieve the intended objectives, or causing our product candidates to perform differently which affects the results of our clinical trials or post-marketing surveillance. We may also make further changes to our manufacturing process before or after commercialization, and such changes may require us to show the comparability of the resulting product to the product candidate used in the clinical trials using earlier processes. We may be required to collect additional clinical data from any modified process prior to obtaining marketing approval for the product candidate produced with such modified process. If clinical data are not ultimately comparable to those seen in the earlier trials or earlier in the same trial in terms of safety or efficacy, we may be required to make further changes to our process and/or undertake additional clinical testing, either of which could incur additional costs, significantly delay the clinical development or commercialization of the relevant product candidate.

We may not be successful in achieving commercial-scale manufacturing that provides for an attractive margin, and we may not be successful in manufacturing product candidates in sufficient quantities for commercial use.

We had limited experience in carrying out large-scale commercial manufacturing as of the Latest Practicable Date. Therefore, we may underestimate the cost and time required to manufacture our product candidates in large, commercial scale, or overestimate cost reductions from economies of scale that we expect to realize with our manufacturing processes. We may ultimately be unable to manage the costs of production for our product candidates to levels that will allow for a margin in line with our expectations and return on investment if and when those product candidates are commercialized. In addition, there are risks associated with scaling to the level required for advanced clinical trials or commercialization, including, among others, cost overruns, potential problems with process scale-out, process reproducibility, stability issues, lot consistency, timely availability of reagents or raw materials, and the timing of bringing facilities online or otherwise expanding capacity. We will also need to continue improving our quality management system to reduce human error and ensure stable and consistent supply of high-quality CAR-T product candidates.

Moreover, even if we are successful in developing our manufacturing capabilities sufficient for commercial supply, our manufacturing capabilities could be affected by cost overruns, unexpected delays, equipment failures, labour shortages, operator error, natural disasters, availability of qualified personnel, difficulties with logistics and shipping, problems regarding yields or stability of product, contamination or other quality control issues, power failures, and numerous other factors that could prevent us from realizing the intended benefits of our manufacturing strategy and have a material adverse effect on our business.

We may not be able to maintain effective quality control over our product candidates.

The quality of our product candidates will depend significantly on the effectiveness of our quality control and assurance systems, which in turn depend on factors such as the production processes used in our manufacturing facilities, the quality and reliability of equipment, and the training of our staff. We cannot assure you that our quality control and assurance procedures will consistently prevent and resolve deviations. Any failure or deterioration of our quality control could render our product candidates unsuitable for use, result in gaps in our processes, jeopardize GMP certifications, and/or harm our reputation and business relationships. Such developments could materially and adversely affect our business, financial condition, results of operations and prospects.

We intend to work with third parties for the commercialization of our product candidates. We may fail to identify competent third parties for such purposes, fail to achieve the expected synergies with the clinical development partners, and have little or no control over the marketing and sales efforts of the commercialization partners.

We may pursue collaborative arrangements regarding the sales and marketing of our product candidates in China and overseas. As of the Latest Practicable Date, we had not entered into any commercialization arrangement for our product candidates. As we seek to establish these collaborations, we may face challenges in identifying capable third-party partners who can effectively support commercialization. Even if we are able to establish such relationships, we may have limited control over their marketing and sales efforts, which could impact our ability to achieve expected revenue. Additionally, we cannot guarantee that we will be able to establish or maintain collaborations with third parties within the desired timeframe, or at all, which could delay or prevent the successful commercialization of our product candidates and the generation of product revenue.

We may not achieve the expected revenue and cost synergies from such collaborations. Disputes may also arise between us and our collaboration partners. Such disputes may cause delay or termination of commercialization of our product candidates after their market launch or may result in costly litigation or arbitration that diverts management attention and resources. Any of the foregoing may materially and adversely affect our business, financial condition, results of operations and prospects.

The market size of our product candidates might be smaller than we expected.

Our estimates regarding eligible patient populations, pricing and available coverage and reimbursement determine our estimated market size, which may differ significantly from the actual market addressable by our product candidates. These estimates, based on patient foundations, market research and other sources, may prove to be inaccurate. Further, new studies may change the estimated incidence or prevalence of the diseases we are targeting. As a result, the number of patients who may benefit from our product candidates may be lower than expected, and the overall addressable patient population may be more limited. If the market opportunities for our product candidates are smaller than we anticipate, our business, financial condition, results of operations and prospects could be materially and adversely affected.

Our product candidates may fail to achieve the degree of market acceptance by physicians, patients, third-party payers and others in the medical community necessary for commercial success.

Even if we are able to receive the requisite regulatory approvals for our product candidates, such products may fail to gain sufficient market acceptance by physicians, patients, third-party payers and other relevant parties in the medical community. If our product candidates do not achieve an adequate level of acceptance, we may not generate significant revenue from our portfolio and may not become profitable.

The degree of market acceptance of product candidates will depend on a number of factors. If our product candidates are approved but fail to achieve market acceptance among physicians, patients, hospitals or other parties in the medical community, we will not be able to generate significant revenue. Even if we achieve initial acceptance, we may be unable to maintain it over time if new products or technologies are introduced that are more favourably received, more cost-effective, or render our products obsolete.

Our product candidates may not be covered by reimbursement programs or may become subject to unfavorable reimbursement practices, either of which could harm our business.

The successful commercialization of our product candidates will depend in part on the extent to which reimbursement for these products and related treatments will be available from government health administration authorities and/or third-party payers, such as private health insurers and health maintenance organizations. The regulations that govern reimbursement for new therapeutic products vary substantially from country to country.

In China, the National Reimbursement Drug List ("**NRDL**") and Provincial Reimbursement Drug Lists ("**PRDLs**") include products under the National Medical Insurance Catalogue, which affect the amounts reimbursable to program participants. There can be no assurance that any of our product candidates will be included in the NRDL or PRDLs after initial approval for commercialization. If we fail to have our product candidates included, our commercial revenues would rely heavily on patient self-payment, which could make our products less competitive.

A key trend in the global biopharmaceutical industry is cost containment. Government authorities and third-party payers have increasingly sought to limit coverage and reimbursement amounts for particular medications. Even if our product candidates are successfully included in reimbursement programs such as the NRDL or PRDLs, our net revenue from sales may decrease as a result of price reductions required for inclusion, or future policies imposing deeper-than-expected price cuts. Third-party payers may also require us to provide predetermined discounts or challenge the prices charged for our products.

We cannot assure you that reimbursement will be available for our product candidates, or that the level of reimbursement will be sufficient to support their successful commercialization. Reimbursement may impact demand for our product candidates, as the higher costs associated with products administered under physician supervision may reduce uptake. If reimbursement is not available, or only at limited levels, we may not be able to commercialize our product candidates effectively.

There may also be significant delays in obtaining reimbursement coverage. Reimbursement may be limited to the approved indications of the product candidates by the NMPA, FDA or comparable authorities. Moreover, reimbursement does not imply that all costs will be covered, as patients may be required to bear a portion of expenses such as administration, distribution or supportive care. Net prices for products may also be adversely impacted by policies weakening IP protection, parallel imports, or government-mandated price negotiations.

If we cannot obtain or maintain reimbursement coverage at intended payment rates from both government programs and private payers for our product candidates, our business, financial condition, results of operations and overall prospects could be materially and adversely affected.

RISK RELATING TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL FUNDING

We have incurred net losses since our inception and expect to continue to incur losses for the foreseeable future; we may never achieve or maintain profitability.

We have devoted substantial financial resources to research and development of our product candidates and have not generated any revenue from product sales to date. As a result, we have incurred net losses since our founding. In particular, our net losses were RMB71.3 million, RMB114.8 million and RMB108.9 million in 2024, 2025 and for the six months ended June 30, 2026, respectively, and we expect to continue to record net losses in the near term. Investment in biopharmaceutical product development is highly speculative. We anticipate that our expenses will continue to increase as we advance clinical trials, seek regulatory approvals, build commercial capabilities, and expand our pipeline. These expenditures may not result in commercially successful products.

Even if we eventually generate some revenues, there is no guarantee that we will become or remain profitable. If any of our product candidates fails in clinical development or does not gain regulatory approval or market acceptance, we may be unable to generate any revenue from it. Our failure to become and remain profitable could cause you to lose substantially all of your investment in us.

We had net operating cash outflows during the Track Record Period and expect to continue to incur significant cash outflows in the foreseeable future.

Since our inception, our operations have consumed substantial amounts of cash. We had net cash used in operating activities of RMB59.6 million, RMB98.1 million and RMB101.6 million in 2024, 2025 and for the six months ended June 30, 2026, respectively. We expect to continue experiencing net cash outflows from operating activities in the foreseeable future.

Accordingly, any inability to obtain additional funding when required could materially and adversely affect our business, financial condition, results of operations and prospects.

We may encounter difficulties in managing our anticipated growth or expanding our operations successfully.

As we continue to advance our product candidates through clinical trials to eventually achieve commercialization, we will need to expand our development, regulatory, manufacturing and commercialization capabilities or contract with third parties to provide these capabilities for us. In addition, we may need to manage additional relationships with various strategic partners, suppliers and other third parties. Future growth will impose significant additional responsibilities on our management. Our future financial performance and our ability to commercialize our product candidates and to compete effectively will depend, in part, on our ability to manage any future growth effectively. We cannot assure you that we will be able to successfully develop and commercialize our product candidates and build suitable, or procure from external providers, manufacturing, sales, marketing and managerial functions to meet our growth targets. Our inability to accomplish any of these tasks could prevent us from successfully growing our Company.

Managing our growth and executing our growth strategies will require, among other things, our ability to continue to innovate and develop advanced technology in the highly competitive global biopharmaceutical market, effective coordination and integration of our teams across different sites, successful hiring and training of personnel, effective cost control, sufficient

liquidity, effective and efficient financial and management control, increased sales and marketing activities, enhanced quality control, and proper management of our suppliers and business partners. If we are not able to effectively manage our growth or execute our growth strategies, our business, financial conditions, results of operations and prospects could be adversely affected.

Share-based payment may cause shareholding dilution to our existing Shareholders and have a material and adverse effect on our financial performance.

We have granted share-based payments to, among others, attract and retain outstanding individuals, and we may continue to grant share-based payment to employees in the future. In 2024, 2025 and for the six months ended June 30, 2025 and 2026, we incurred share-based payment expenses of RMB1.2 million, RMB6.9 million, RMB0.6 million and RMB4.6 million, respectively. We may re-evaluate the vesting schedules, lock-up period, exercise price or other key terms applicable to the payments under our currently effective share incentive plans and any subsequently adopted employee stock ownership plan from time to time. If we choose to do so, we may experience substantial change in our share-based payment charges. In addition, such past and future payments may dilute the shareholding percentage of our existing Shareholders and could result in a decline in the [**REDACTED**] of our H Shares.

We have not generated any revenue from the sales of our products, and our ability to generate revenue and achieve profitability depends significantly on the successful development and commercialization of our product candidates.

We currently have no products approved for commercial sale, have not generated any revenue from product sales, and do not anticipate generating any such revenue until after obtaining the requisite regulatory approvals for the commercialization of our product candidates.

Even if one or more of our product candidates is approved for commercial sale, we anticipate incurring significant costs associated with commercialization. Our expenses could exceed expectations if regulators require us to change our manufacturing processes, perform additional studies, or comply with new standards.

Our revenue will also depend on the size of the market for the approved indication, the price of the product, the scope of coverage by reimbursement programs, and the willingness of patients to pay out-of-pocket. If the approved indication is narrower than expected, or if competition, clinical guidelines or physician choice reduces the addressable patient pool, we may not be able to generate significant revenue from sales of our product candidates. If we are unable to generate sufficient revenue from the sale of any approved products, we may never achieve profitability.

We may need to obtain substantial additional financing to fund our operations and expansion, and if we fail to do so, we may be unable to complete the development and commercialization of our product candidates.

During the Track Record Period, we financed our operations, including research and development activities, through bank loans and equity financing. As of December 31, 2024, December 31, 2025 and June 30, 2026, our interest-bearing bank borrowings were RMB44.9 million, RMB13.5 million and nil, respectively. We expect to continue incurring significant cash requirements to support the development of our product candidates, and upon commercialization, to fund working capital and operating expenses.

We may need to obtain substantial additional capital to meet our ongoing operating and capital requirements, especially to fund our research and development activities, clinical trials, regulatory submissions, commercialization of product candidates, and manufacturing capabilities.

We may seek additional funding through equity offerings, debt financings, licensing and collaboration arrangements, or other sources. Such funding may not be available on terms favourable to us, or at all. Any equity financing could dilute the interests of our shareholders, while debt financing could increase our repayment obligations and subject us to restrictive covenants, including limitations on incurring additional debt, licensing intellectual property, or entering into other transactions.

Our ability to raise funds will also depend on prevailing market conditions and factors beyond our control. If adequate funds are not available, we may be required to delay, limit, reduce or terminate preclinical studies, clinical trials, R&D activities or commercialization efforts for one or more of our product candidates, which could materially and adversely affect our business, financial condition, results of operations and prospects.

If we enter into collaboration or licensing arrangements to raise capital, we may be required to accept unfavourable terms, including relinquishing or licensing to third parties our rights to technologies or product candidates that we would otherwise seek to develop or commercialize independently or reserve for future collaborations.

RISKS RELATING TO OUR INTELLECTUAL PROPERTY RIGHTS

We could be unsuccessful in obtaining or maintaining adequate patent protection for one or more of our product candidates and our technology platforms, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties may compete directly against us.

Our commercial success will depend, in large part, on our ability to obtain and maintain patent and other intellectual property protection with respect to our product candidates and technology platforms. As of the Latest Practicable Date, we held 12 patents and 44 patent applications. We cannot be certain that patents will be issued or granted with respect to our pending applications, or that issued or granted patents will not later be found to be invalid or unenforceable, or interpreted in a manner that does not adequately protect our product candidates, or otherwise provide us with any competitive advantage. The patent position of biotechnology and biopharmaceutical companies is generally uncertain because it involves complex legal and factual considerations. Patent applications we have applied for may not be granted in the end. As such, we do not know the degree of future protection that we will have on our products and technology, if any, and a failure to obtain adequate intellectual property protection with respect to our product candidates could have a material adverse impact on our business.

Our product discovery and development efforts involve significant risks of intellectual property disputes, and third parties may allege that we are infringing on their patents or other proprietary rights.

As the biotechnology and biopharmaceutical industries expand and more patents are issued, the risk increases that our current or future product candidates may be claimed to infringe upon the intellectual property rights of others. If any third party asserts that our products, processes or technologies violate their patents, trade secrets or other IP rights, we would likely have to dedicate significant time and resources to defend against such claims. Patent litigation and other intellectual property proceedings can be protracted, expensive, and unpredictable. Even allegations without merit could force us to divert management attention and incur substantial legal costs. If we were found to infringe a valid patent of another party, we could be required to pay significant damages or license fees, and potentially be enjoined from further developing, manufacturing or selling the affected product. We might also need to seek a license to the third-party's intellectual property, which may not be available on reasonable terms, or at all. Any such outcome would have a material adverse effect on our business, financial condition and prospects.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment, and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

We rely on patent rights and other forms of intellectual property protection for our product candidates, including our Core Product and other product candidates under development. To obtain and maintain such patent rights, we are required to pay maintenance fees, renewal fees, annuity fees and various other governmental fees in multiple jurisdictions.

In some cases non-compliance may result in the abandonment or lapse of our patents or patent applications, or the loss of priority, which could lead to partial or complete loss of patent protection in the relevant jurisdiction. Such events may occur, for example, if we fail to respond to official actions within prescribed deadlines, fail to properly submit required documents, or fail to make timely fee payments.

If any of our patents or patent applications covering our product candidates were to lapse, be abandoned or otherwise be invalidated, our ability to protect our innovations would be materially compromised. This could enable competitors or third parties to gain access to our proprietary technologies, enter the market with similar products, and adversely affect our competitive position, business, financial condition, results of operations and prospects.

We may not be able to protect our intellectual property rights throughout the world or prevent unfair competition by third parties.

We rely on patent protection for our product candidates, including our Core Product. However, patent rights differ across jurisdictions and may be weak, unavailable or subject to challenge, invalidation or circumvention. In markets where we lack adequate protection, competitors may develop or commercialize competing products, or export infringing products into our target markets. Defending our rights globally could be costly and uncertain, and failure to do so may adversely affect our business, financial condition, results of operations and prospects.

We may from time to time be involved in lawsuits to protect or enforce our intellectual property rights, which could be costly, time-consuming and uncertain, and could delay the development or commercialization of our product candidates.

Litigation relating to patents and other intellectual property rights is common in the biopharmaceutical industry and inherently uncertain. Even if ultimately successful, any such proceedings may result in substantial legal costs, reputational harm, and diversion of management and employee resources. Moreover, discovery procedures may require disclosure of our confidential information, which could adversely affect us. Competitors may infringe our patents or challenge their validity or enforceability. To counter infringement or unauthorized use, we may be required to initiate legal proceedings, which are costly and time-consuming. An adverse outcome could result in one or more of our patents being invalidated, narrowed, or not issued, thereby affecting the protection of our product candidates. Conversely, third parties may allege that our product candidates infringe their patents or other intellectual property rights. Even if we believe such claims lack merit, we may be required to obtain licenses, redesign our candidates, or cease related activities until the dispute is resolved, any of which could materially delay or prevent the commercialization of our product candidates. If third parties successfully assert intellectual property rights against us, we could be restricted from using certain technologies or barred from developing and commercializing our product candidates. Such prohibitions could be imposed by courts or through settlements, and we may be required to pay significant damages. Litigation in the biopharmaceutical sector is inherently uncertain, costly, and time-consuming, and we cannot assure you that we would prevail in such proceedings. Any unfavorable outcome could materially delay or prevent the development and commercialization of our product candidates.

We may face intellectual property disputes with our business partners or other third parties.

We may be subject to claims from former employees, collaborators, contractors, or other third parties asserting inventorship, ownership, or other rights in relation to our patents or other intellectual property. In enforcing our rights, we may face counterclaims challenging the validity, ownership, or enforceability of our intellectual property covering the development, manufacturing, or commercialization of our product candidates. If unsuccessful in these proceedings, we could lose rights over key patents, or have such rights narrowed, invalidated, or rendered unenforceable. Such outcomes could materially affect our ability to develop and commercialize our product candidates.

If our trademarks and trade names are not adequately protected, we may not be able to build brand recognition in our key markets, which may adversely affect our business.

We own certain registered trademarks, but may not always be able to secure or enforce protection across all jurisdictions relevant to our business. Our trademarks and trade names may be subject to opposition, cancellation, or claims of infringement, and could be challenged or declared generic. Failure to adequately protect our trademarks and trade names could impair our ability to build market recognition and brand value for our product candidates, particularly in competitive therapeutic areas. Over the long term, if we are unable to establish and maintain such recognition, our competitiveness and business prospects may be materially and adversely affected.

Intellectual property rights may not adequately protect our product candidates or ensure our competitive advantage.

Our success depends heavily on the strength of our intellectual property portfolio, particularly patents covering our product candidates. However, the degree of protection that patents and other intellectual property rights afford is inherently uncertain and may not adequately prevent competitors from developing similar or alternative technologies, or from challenging the validity of our rights.

Additionally, patents owned by others could adversely affect our ability to develop or commercialize one or more of our product candidates, or allow competitors to develop biosimilar products once our patents expire. Any of these risks could materially and adversely affect our business, financial condition, results of operations and prospects.

Patent protection is limited, and third parties may circumvent our patents or develop competing products once our patents expire, which could materially and adversely affect our ability to commercialize our product candidates.

The protection afforded by patents is inherently limited. In China, invention patents are generally valid for 20 years from the filing date, utility model patents for 10 years from the filing date, and design patents for 15 years from the filing date (for applications filed on or after June 1, 2021), in each case subject to the timely payment of maintenance fees. Even if we successfully obtain patent protection for our product candidates, including our Core Product, competitors may seek to challenge the validity, scope or enforceability of our patents, or develop generic or biosimilar products that compete directly once our patents expire. As a result, we may not be able to develop or market the relevant product exclusively, materially adversely affecting potential sales of our Core Product. Upon expiration of our issued patents or patents that may issue from our pending applications or licensed intellectual property rights, we will not be able to assert such patent rights against potential competitors, and our business and results of operations may be adversely affected.

Because the development and regulatory approval process for our product candidates is lengthy, the patent term protecting certain product candidates may expire before or shortly after commercialization. Patent term extensions, if available, are subject to regulatory discretion and may not provide sufficient protection to prevent competitors from entering the market. As a result, our ability to exclusively market our product candidates could be materially and adversely affected,

which may significantly limit any potential sales and profitability of our products. Moreover, some of our patents and patent applications may be co-owned with third parties. If we cannot obtain an exclusive license to such co-owners' interests, they may license their rights to our competitors, who could market competing products. In addition, we may need co-owner's cooperation to enforce such patents, which may not be provided to us. Any of the foregoing could materially adversely affect our competitive position, business, financial condition, results of operations, and prospects.

If we are unable to protect the confidentiality of our trade secrets or secure ownership of intellectual property developed by our employees, consultants and contractors, our business and competitive position could be materially harmed.

In addition to our patents, we rely on trade secrets and other proprietary information, including know-how and technological expertise, to protect our product candidates and maintain our competitive position. We seek to protect such information through confidentiality agreements with our employees, consultants, CROs and other third parties. However, these measures may not always be effective. Any breach of confidentiality obligations could result in the unauthorized disclosure or use of our trade secrets, and we may not have adequate remedies to prevent such disclosure. If our trade secrets are independently developed or lawfully obtained by a competitor, we may have no effective means to stop them from competing with us.

Moreover, many of our employees and consultants have previously worked for other biopharmaceutical or biotechnology companies, including our competitors. We may face claims that our personnel have misappropriated such trade secrets or intellectual property. Defending against these claims could be costly, time-consuming, and distracting, and even if we ultimately prevail, we may suffer reputational harm or lose key personnel.

Further, while we generally require our employees, consultants and contractors to assign to us any intellectual property developed in the course of their engagement, these agreements may not always be self-executing or enforceable. If we fail to secure ownership of intellectual property that we regard as our own, or if such agreements are breached, we may lose valuable rights in our product candidates. Any of these circumstances could materially and adversely affect our business, financial condition, results of operations and prospects.

Changes in patent law could reduce the value of our intellectual property rights and impair our ability to protect our product candidates.

Patent laws and judicial interpretations in China, the United States, Europe and other jurisdictions are evolving and may narrow the scope, validity or enforceability of our existing and future patents. Such changes could reduce the commercial value of our patents, increase uncertainty in protecting our product candidates, and adversely affect our business and prospects.

We have in-licensed certain rights relating to a component of IMC002 from an independent third party, and if disputes arise under the related license agreement, it could have a material adverse effect on our business, results of operations and prospects.

We have in-licensed certain rights relating to a component of IMC002 from an independent third party. For further information, see "Business — Intellectual Property — In-licensed Intellectual Property Rights." Our rights under the related license agreement are subject to our compliance with the terms of the agreement, and if we fail to comply with such terms, our counterparty may have the right to terminate the agreement, we may face claims for monetary damages or other penalties, or we may have to negotiate amendments to the agreement with terms less favorable to us including, potentially, licenses that are nonexclusive. While we would expect to exercise all rights and remedies available to us, including seeking to cure any breach we commit if permitted, and otherwise seek to preserve our rights under the intellectual property rights licensed to us, we may not be able to do so in a timely manner, at an acceptable cost or at all. Moreover, if our counterparty breaches the license agreement, we may not be able to enforce the agreement or obtain remedies that are sufficient or adequate.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

We may be subject to product liability lawsuits that could cause us to incur substantial liabilities.

We face an inherent risk of product liability as a result of the clinical testing and potential future commercialization of our product candidates. We may be subject to claims if any of our product candidates cause or are perceived to cause injury, adverse effects, or are otherwise found to be unsuitable during clinical trials, manufacturing, or in the event of future commercialization. Any such product liability claims may include allegations of defects in manufacturing or design, improper or insufficient labeling, or inadequate disclosure of side effects or risks inherent in our products.

If we are unable to successfully defend against such product liability claims, we may be required to pay substantial damages or to limit, delay, or suspend our clinical trials or potential commercialization activities. Even if we successfully defend against such claims, the process could require significant financial and management resources.

If we are unable to defend ourselves against such claims, we may also be subject to potential civil or regulatory liabilities under PRC law, including the revocation of relevant permits or licenses, product recall, or suspension of related clinical activities. Even if we are ultimately successful in defending against such claims, the time, costs, and resources required to do so could materially and adversely affect our business operations and delay the development of our pipeline candidates.

We, our Directors and management may be involved in claims, disputes, litigation, arbitration or other legal proceedings in the ordinary course of business, which could be costly and time-consuming to defend.

We, our Directors and management may from time to time become party to litigation, legal disputes, claims or administrative proceedings arising in the ordinary course of our business. These may concern issues relating to, among others, product liability, environmental matters, breach of contract, employment or labour disputes and intellectual property rights. For example, we may be sued if our product candidates cause or are perceived to cause injury, significant adverse events, or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties.

Involvement in litigation, legal disputes, claims or administrative proceedings may distract our Directors' or management's attention, time and other resources. Furthermore, any litigation, legal disputes, claims or administrative proceedings which are initially not of material importance may escalate due to the various factors involved, such as the facts and circumstances of the cases, the likelihood of winning or losing, the monetary amount at stake and the parties concerned, and such factors may result in these cases becoming of material importance to us. If we cannot react quickly and successfully defend ourselves against the claims, we may incur substantial liabilities or be required to limit commercialization of our product and product candidates.

In addition, negative publicity arising from litigation, legal disputes, claims or administrative proceedings may damage our reputation and adversely affect the image of our brands and products. In addition, if any verdict or award is rendered against us, we could be required to pay significant monetary damages, assume other liabilities, and suspend or terminate the related business ventures or projects. Consequently, our business, financial conditions and results of operations may be materially and adversely affected.

Our Single Largest Group of Shareholders have had and will continue to have substantial influence over the outcome of shareholder actions in our Company. The interests of our Single Largest Group of Shareholders may not be aligned with the interests of our other shareholders.

Upon completion of the [**REDACTED**] (assuming that the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), our Single Largest Group of Shareholders will hold approximately [**REDACTED**]% of our total issued and outstanding Shares. As a result, our Single Largest Group of Shareholders will have substantial influence over our business, including decisions relating to mergers, consolidations, liquidation, the sale of all or substantially all of our assets, election of directors and other significant corporate matters. They may take actions that are not aligned with the interests of our other shareholders. This concentration of ownership may discourage, delay or prevent a change in control of our Company, which could deprive other shareholders of the opportunity to receive a premium for their shares as part of a sale of our Company, and may reduce the [**REDACTED**] of our Shares. Such concentrated control could also limit the ability of our minority shareholders to influence corporate decisions and may discourage any potential merger, takeover or other change of control transaction that our other shareholders might otherwise consider beneficial.

Our future success depends on our ability to retain key executives and to attract, hire, retain and motivate other qualified and highly skilled personnel.

Our success depends significantly on our continued ability to attract, retain and motivate qualified management and scientific personnel. We are highly dependent on the continued service of our senior management, key scientific and clinical personnel, as well as other employees who possess expertise essential to our research and development operations.

Competition for experienced personnel in the biopharmaceutical industry is intense, and the pool of qualified candidates is limited. In recent years, the average staff cost in the biopharmaceutical sector, particularly for highly skilled research and development professionals, has continued to increase. We cannot assure you that we will be able to retain our key management or scientific staff, or that we will be able to attract qualified replacements in a timely manner should any of them depart. If we fail to effectively recruit, train, and retain these personnel, our business, financial condition, results of operations and prospects may be materially and adversely affected.

We may be subject to natural disasters, health epidemics, acts of war, terrorism, business disruptions and other force majeure events, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

Natural disasters, epidemics, acts of war, terrorism or other force majeure events beyond our control may adversely affect the economy, infrastructure and general business environment in the regions where we operate. Our operations, and those of our third-party research collaborators, suppliers, CROs, CDMOs and other service providers, may be affected by events such as floods, earthquakes, sandstorms, snowstorms, fires, droughts, outbreaks of communicable diseases such as COVID-19, SARS, avian influenza or other epidemic or pandemic diseases, power shortages, network failures or potential geopolitical conflicts. The occurrence or resurgence of any public health event, including COVID-19 or other infectious diseases, could materially disrupt our clinical trials, delay our research and development activities, and adversely affect the operations of our business partners and service providers. There can be no assurance that similar epidemics or other large-scale public health emergencies will not occur again in the future or that such events will not have a material adverse effect on our operations and clinical development progress. Any of the foregoing events, or other events beyond our control, may materially and adversely affect the overall business sentiment, lead to instability in the markets in which we operate, delay our research and clinical activities, or otherwise have a material adverse effect on our business, financial condition, results of operations and prospects.

If we or our business partners fail to protect the data and privacy of subjects in our clinical trials, or the medical institutions that we cooperate with fail to do so, our reputation may be damaged and we may be subject to penalties or other regulatory actions.

We and our business partners collect and store clinical trial data. This requires us, our CROs and medical institutions to maintain strict internal control systems to safeguard such information. The global regulatory environment governing data collection, use and transfer is complex and evolving. Data protection laws and regulations differ among jurisdictions and are subject to frequent amendments.

Data destruction, tampering, corruption, loss, breach, unauthorized disclosure and misuse may still occur due to human error, employee misconduct or system failure. We also rely on third parties, including principal investigators, hospitals and CROs, to handle and store patient data. Any leakage, misuse or unauthorized access to such data by our third parties may be perceived by patients as our fault, even if not directly caused by us.

Any failure or perceived failure to comply with privacy or data protection obligations may lead to investigations, fines or lawsuits, as well as public concern and reputational harm. If data protection authorities in any jurisdiction initiate enforcement actions, we may be required to adjust our internal practices or systems. This may increase our compliance costs and divert management resources.

Complying with applicable privacy and data protection laws and regulations may impose substantial operational burdens. Non-compliance could result in penalties, civil or criminal liabilities and negative publicity. If the applicable rules change or are interpreted differently, we may be required to adjust our practices within a short time. Any failure to do so may cause regulatory actions, reputational harm and material adverse effects on our business, financial condition, results of operations and prospects.

We are subject to stringent PRC laws and regulations relating to data privacy and cybersecurity, and we may be subject to cybersecurity review or other regulatory actions.

On December 28, 2021, the Cyberspace Administration of China ("**CAC**"), together with 12 other governmental authorities, promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》) (the "**MCR**"), which became effective on February 15, 2022. Under Article 2 of the MCR, a cybersecurity review shall be conducted if a critical information infrastructure operator purchases network products or services, or if a network platform operator conducts any data processing activity that affects or may affect national security. In accordance with Article 7 of the MCR, a network platform operator that possesses personal information of more than one million users is required to apply to the Cybersecurity Review Office for cybersecurity review when listing overseas. On September 24, 2024, the State Council issued the Regulation on the Administration of Cyber Data Security (《網絡數據安全管理條例》) (the "Cyber Data Security Regulation"), which took effect on January 1, 2025. A network data processor whose activities "affect or may affect national security" will be subject to national security review under Article 13 of the Cyber Data Security Regulation.

As of the Latest Practicable Date, (i) we had not been informed or identified by the relevant governmental authorities as a critical information infrastructure operator; (ii) [**REDACTED**] in Hong Kong does not constitute a [**REDACTED**] abroad (國外上市) as mentioned in the MCR and the number of personal information processed by us had not exceeded 1 million; and (iii) we had not received any notice that we are required to conduct a cybersecurity review or our data processing activity affects or may affect national security. However, the regulations do not clearly define the scope of "affect or may affect national security," and its interpretation remains uncertain. If we were deemed to have engaged in network data processing activities that fall within such scope, we could be required to undergo cybersecurity review and may be subject to penalties, suspension of operations, or revocation of permits, which may materially and adversely affect our business operations.

We may be restricted from transferring our scientific data or human genetic resources outside of China.

On March 17, 2018, the General Office of the State Council promulgated the Measures for the Management of Scientific Data (《科學數據管理辦法》) (the "**Scientific Data Measures**"), which set out the regulatory framework for the management and use of scientific data in China. Under these measures, enterprises in China are required to obtain government approval before transferring scientific data involving any state secret abroad or to foreign entities. If scientific data generated with government budgetary funds is used for a paper to be published in a foreign academic journal and the data needs to be submitted overseas for the publication, the paper's authors must hand over the data to their affiliated institutions for centralized management before the paper is published. It remains uncertain whether our research and development of product candidates would fall within the scope of the Scientific Data Measures. If the Scientific Data Measures or any subsequent regulations apply to us, we may need to obtain approvals before transferring scientific data abroad, including preclinical or clinical trial data generated in China. We cannot assure you that we will be able to obtain such approvals in a timely manner, or at all. Any delay or failure to secure the necessary approvals could hinder our research and development process and materially and adversely affect our business, financial condition, results of operations and prospects.

In addition, the Administrative Regulations on Human Genetic Resources (《人類遺傳資源管理條例》) promulgated in May 2019 and revised in March 2024 and the Biosecurity Law of the PRC (《中華人民共和國生物安全法》) promulgated in October 2020 and revised in April 2024 impose additional approval requirements for the collection, storage, utilization and export of human genetic resources in China. If our operations are deemed to involve the collection, preservation, utilization, or foreign provision of human genetic resources, we may be subject to approval or filing requirements by the competent science and technology authorities. We cannot guarantee the timely receipt of such approvals or filings; consequently, any delay or failure could materially and adversely impact our clinical development and cross-border partnerships.

Our future investments or acquisitions may have a material adverse effect on our business, financial condition, results of operations and prospects.

We may in the future evaluate and pursue investments, in-licensing arrangements, joint ventures and acquisitions to augment our R&D, manufacturing or commercialization capabilities in China and overseas. We may engage in discussions or negotiations for one or more such transactions from time to time. These transactions involve significant challenges and risks, including but not limited to: difficulties integrating into our operations the personnel, systems, quality and compliance programs, products and services of an acquired or invested company; disruption to our ongoing clinical development and pre-commercial activities, diversion of management attention and increases in operating expenses; loss of skilled professionals and of established relationships with collaborators, hospitals, CROs or other partners of the businesses we acquire or invest in; new regulatory requirements and compliance risks that arise from operating in new jurisdictions or industries; unforeseen or hidden liabilities or costs that adversely affect us after completion; regulatory reviews and approvals, including anti-monopoly/competition filings and other transactional clearances, that could delay, condition or prohibit a proposed transaction; use of substantial cash, incurrence of debt or potentially dilutive issuances of equity securities to finance transactions; significant goodwill impairment charges and amortization of acquired intangible assets; and failure to realize expected synergies, cost savings or growth opportunities within the anticipated timeframe, or at all.

Any of the foregoing could disrupt our existing business and could have a material adverse effect on our reputation, business, financial condition, results of operations and prospects.

If we, or our CROs, CDMOs or other contractors and business partners fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on our business and operations.

We are subject to numerous environmental, health and safety laws and regulations in the jurisdictions in which we operate, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Although we have not commenced manufacturing activities of commercial scale, our research and development activities may involve the use of small quantities of hazardous or flammable materials and may generate limited hazardous waste. In addition, we rely on third parties, including CROs, CDMOs and other business partners, to conduct certain research, manufacturing and testing activities on our behalf. These parties may also be subject to environmental, health and safety laws and regulations in their respective jurisdictions. We cannot eliminate the risk of contamination, injury or environmental incidents arising from the use, handling or disposal of hazardous materials by us or by our CROs, CDMOs or other partners. In the event of an accident, we could be held jointly liable for any resulting damages, and such liabilities could exceed our available resources. We may also incur significant costs or penalties to remedy or mitigate such events or to comply with any orders or corrective actions imposed by relevant authorities.

If we fail to comply with applicable anti-bribery, anti-kickback, false claims, fraud, or physician payment transparency laws and regulations in China or other jurisdictions, our reputation may be harmed, and we could be subject to penalties and significant expenses that may have a material adverse effect on our business, financial condition and results of operations. We may be unable to detect, deter and prevent all instances of fraud or other misconduct committed by our employees or other third parties.

We are subject to anti-bribery laws in China that generally prohibit companies and their employees or intermediaries from offering, promising or providing anything of value to government officials for the purpose of obtaining or retaining business or securing other improper advantages. Furthermore, we are subject to healthcare, anti-kickback, fraud, and physician payment transparency laws and regulations, which generally prohibit the offer or payment of any remuneration to induce the referral of payment or the purchase of any healthcare items or services. There are uncertainties as to how these laws and regulations may apply to our current or future operations, particularly as we continue to collaborate with hospitals, physicians, CROs, CDMOs and other business partners in different jurisdictions. Efforts to ensure compliance with such laws may involve significant time, cost and resources. Regulatory authorities could determine that our business practices or those of our partners do not comply with current or future requirements. Any violation, investigation or enforcement action could result in civil or criminal fines, monetary penalties, reputational harm, exclusion from government-funded healthcare programs, and diminished profits, any of which could materially and adversely affect our business, financial condition, results of operations and prospects. In addition, failure to comply with anti-bribery laws could disrupt our business and result in severe civil and criminal penalties, including fines, imprisonment of individuals, loss of business qualifications, and exclusion from government-related programs.

Our business significantly depends on our reputation, and any negative publicity on us or our failure to maintain and enhance our recognition and reputation may materially and adversely affect our business, financial condition, results of operations and prospects.

We believe that the awareness and reputation of our brand and our research capabilities are essential to our success. Our reputation is closely linked to the perceived quality and integrity of our scientific research, the progress and outcomes of our clinical trials, and the professional conduct of our management and employees. Negative publicity concerning any of these aspects could harm our reputation and adversely affect our ability to attract collaboration opportunities, key personnel, investors and business partners.

As we continue to advance our product candidates and expand our operations, we may increasingly rely on third parties, such as contract research organizations, academic collaborators, consultants and other external partners. Because we have limited control over these third parties, any actual or perceived misconduct, data inaccuracy, regulatory noncompliance or unethical behaviour by them could negatively affect our reputation, even if we are not directly responsible for their actions.

Our reputation may also be affected by adverse developments in the biotechnology and biopharmaceutical industries in general, including negative media coverage or regulatory inquiries concerning other market participants. Furthermore, if negative publicity or market speculation arises in connection with our product candidates, clinical trial results or regulatory interactions, our reputation and credibility may be materially damaged. Any such event could reduce confidence among patients, healthcare professionals, investors and regulators, delay our development plans, and materially and adversely affect our business, financial condition, results of operations and prospects.

Our information technology systems, or those of our CROs, CDMOs or other contractors and business partners, may fail or suffer security breaches, data losses or other unauthorized or improper access, which could significantly disrupt our ordinary business activities, compromise sensitive information related to our business or subject us to costly and protracted litigation, which may cause significant reputational harm and impact our ability to operate our business effectively.

Our information technology systems and those of our CROs, CDMOs and other external service providers remain vulnerable to security threats and system failures. These threats may include computer viruses, unauthorized access, cyberattacks, hacking, data corruption, power failures, telecommunication interruptions or other unexpected events. Any such incident could lead to a loss of or damage to our critical data or systems and could cause material disruption to our research and development activities.

Our research and development operations rely heavily on the storage and transmission of a large volume of confidential scientific data, clinical trial data and other proprietary information. If our systems or those of our contractors were to be compromised, our clinical data might be lost, corrupted or disclosed without authorization. In particular, if any clinical data relating to our product candidates were lost or destroyed, this could result in delays in regulatory filings or approvals, require us to repeat pre-clinical or clinical studies, and significantly increase our costs.

In addition, any extended downtime, loss of access to key systems or failure to properly back up data could adversely affect our ability to recover or reproduce important research information. To the extent that any disruption or security breach results in data loss, unauthorized disclosure of proprietary or personal information, or other operational interruptions, we could be subject to liability and the development progress of our product candidates could be delayed. There can be no assurance that we will be able to effectively handle any failure of our information systems, or that we will be able to restore our operational capacity in a timely and effective manner to avoid disrupting our business. The occurrence of any of these events could adversely affect our ability to effectively manage our business operations. In addition, if the capacity of our information systems fails to meet the increasing needs of our expanding operations, our ability to expand may be constrained.

We have limited insurance coverage, and any claims beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources.

We do not currently maintain insurance coverage for certain specific risks such as environmental liability or potential product-related losses. Given the nature of our business, including research and development activities and the conduct of clinical trials, our operations may be exposed to various risks that are not fully covered by existing insurance policies. If any event

occurs that gives rise to a claim not fully covered by our insurance, we may have to bear the associated losses, which could result in significant financial costs and diversion of management attention. Our insurance coverage may still be insufficient to cover all potential liabilities that may arise in connection with our operations. Any such uninsured or underinsured losses could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to risks associated with our leased properties.

We have leased certain properties in China as our offices, laboratories and manufacturing facilities in various cities across China. Any limitations on the leased properties, or lessors' title to such properties, may impact our use of the offices, laboratories and manufacturing facilities, or in extreme cases, result in relocation, which may in turn adversely affect our business operations.

Pursuant to applicable PRC laws and regulations, all lease agreements are required to be registered with the local land and real estate administration bureau. As of the Latest Practicable Date, six lease agreements for business operations were not registered and filed with the relevant land and real estate administration bureaus in the PRC. Although failure to do so does not in itself invalidate the leases, we may be subject to fines if we fail to rectify within the prescribed time period after receiving notices from the relevant PRC government authorities. The failure to register a lease agreement may subject the lessee to a penalty, which typically ranges from RMB1,000 to RMB10,000 for each unregistered lease. The occurrence of the foregoing could have an adverse effect on our results of operations and financial conditions. In the event that any fine is imposed on us for our failure to register our lease agreements, we may not be able to recover such losses from the lessors.

Environmental, social and governance matters may impact our business and reputation.

As global initiatives focus on low-carbon transitions and multiple jurisdictions in which we operate or intend to operate move toward carbon neutrality, governmental authorities may introduce new regulations and policies enforcing stricter environmental standards. Such tightened regulations may increase our costs related to environmental protection, thereby potentially affecting our operational results and financial conditions negatively. We cannot guarantee the effective implementation of ESG governance protocols, including the identification and mitigation of ESG-related risks. Our failure to comply with ESG requirements in a timely manner could materially and adversely affect our business operations and financial conditions.

Difficult conditions and turbulence in the global economic, political and financial environment may adversely affect our business, financial condition, results of operations and prospects.

Uncertain global economic, political and financial conditions, including fluctuations in interest rates, exchange rates, inflation, liquidity of capital markets and investor sentiment, may materially affect our operations and financing capabilities. Global market volatility, driven by recent geopolitical tensions, changes in monetary policies of major economies, and heightened inflationary pressure, has increased the uncertainty of capital availability and funding costs for companies operating in emerging markets such as China. As a pre-commercial biotechnology company that relies heavily on external funding for our research and development activities, our business and prospects are particularly sensitive to the global financing environment. A tightening of global liquidity or a sustained high interest rate environment may limit investors' willingness to finance early-stage biotechnology companies, making it more difficult or costly for us to raise additional capital through equity or debt financing. Any downturn or volatility in the capital markets could therefore delay our financing plans, disrupt our research and development programs, and adversely affect our financial position. Moreover, prolonged market instability, investor risk aversion or a global economic recession could also negatively impact our collaboration partners, suppliers, contract research organizations and other counterparties, which may lead to delays in our ongoing projects and increase our operational costs. Any of these developments could have a material adverse effect on our business, financial condition, results of operations and prospects.

RISK RELATING TO DOING BUSINESS IN THE JURISDICTIONS WHERE WE OPERATE

Changes in economic, social conditions, policies and geopolitical relationships may materially affect our business, financial condition, results of operations and prospects.

Substantially all of our operations and assets are located in China, and our business performance depends significantly on the overall economic, social and policy environment in China. The PRC government has implemented and may continue to implement various policies and regulatory measures to adjust and guide the domestic economy, healthcare system and biopharmaceutical industry. While such measures may benefit the general market environment, they may also adversely affect our operations, funding environment or growth prospects.

In addition, the ongoing uncertainties in global macroeconomic conditions and geopolitical relations may indirectly impact the PRC biopharmaceutical industry, particularly with respect to the import of research materials, technology exchange and capital market sentiment. Further deterioration in geopolitical relations may affect the overall investment sentiment, capital flow, and supply of research materials or equipment in China biopharmaceutical industry, which could indirectly impact our business operations and prospects. Any adverse developments in these aspects could negatively affect our business operations, financial condition and prospects.

There may be new laws or regulations promulgated or interpretations of the laws and regulations in the future that may affect our business, financial condition, results of operations and prospects.

We are subject to extensive laws, rules and regulations in China where we operate. Given the continuous development of the PRC regulatory environment and the dynamic nature of the healthcare and biopharmaceutical industries, new laws or regulations may be promulgated, or existing ones may be amended or reinterpreted from time to time. We are required to stay abreast of, and comply with, these evolving legal and regulatory requirements in a timely manner. Failure to do so may result in non-compliance, which could adversely affect our business operations and prospects.

In particular, the regulatory regime governing the biopharmaceutical industry in China has undergone significant changes in recent years and continues to evolve. Relevant authorities, including the NMPA, may from time to time introduce new rules or amend existing policies governing product research, clinical trials, registration, production and commercialization. Such regulatory changes or their implementation may lead to increased compliance costs, additional approval requirements, or extended review timelines, any of which could delay our R&D progress, increase our operating costs, or adversely affect our business, financial condition and results of operations.

We may be exposed to risks of conducting our business and operations in international markets, including risks relating to political and economic instability and changes in diplomatic and trade relationships, which may materially and adversely affect our business and results of operations.

We are susceptible to constantly changing international economic, regulatory, social and political conditions, and local conditions in foreign countries and regions. Tensions and political concerns between China and other countries or regions may adversely affect our business, financial conditions, results of operations, cash flows and prospects. China's political relationships with foreign countries and regions may affect the prospects of our relationship with third parties, such as business partners, suppliers and future customers. Changes to trade policies, treaties and tariffs, or the perception that these changes could occur, could adversely affect the financial and economic conditions in the jurisdictions in which we operate. There can be no assurance that our existing or potential service providers or other business partners will not alter their perception of us or their

preferences as a result of adverse changes to the state of political relationships between China and the relevant foreign countries or regions. Any tensions and political concerns between China and the relevant foreign countries or regions may cause a decline in the demand for our future products and adversely affect our business, financial conditions, results of operations, cash flows and prospects. Rising trade and political tensions could reduce levels of trades, investments, technological exchanges and other economic activities between China and other countries and regions, which would have an adverse effect on global economic conditions, the stability of global financial markets, and international trade policies. For example, in 2024 legislation that would prohibit U.S. government agencies from procuring biotechnology products or services from designated "biotechnology companies of concern" ("BCOCs") including certain PRC companies (the "Biosecure Act") was introduced in the U.S. Congress. Although the Biosecure Act has not been enacted and we were not designated in it as a BCOC, we cannot assure you that future legislative or regulatory measures taken in the United States or elsewhere would not have a material adverse effect on our business or strategy.

In addition, over the years, the U.S. government has imposed rounds of tariffs on imports from China. Meanwhile, China has implemented measures in response to the heightened tariffs against Chinese products initiated by the U.S. government. It is unknown whether and to what extent new tariffs, export controls, or other new laws or regulations will be adopted, or the effect that any such actions would have on us or our industry. In addition, China's political relationships with foreign countries and regions may affect the prospects of conducting clinical trials in such countries and regions. There can be no assurance that our clinical trials will be able to carry out smoothly as a result of adverse changes to the state of political relationships between China and the relevant foreign countries or regions. Any tensions and political concerns between China and the relevant foreign countries or regions may adversely affect our business, financial conditions, results of operations, cash flows and prospects. It also remains unclear what actions, if any, the U.S. government will take with respect to other existing international trade agreements. If the U.S. were to withdraw from or materially modify certain international trade agreements to which it is a party, especially with respect to intellectual property transfer, our business, financial conditions and results of operations could be negatively impacted.

Procedures on the remittance of Renminbi into and out of the PRC may affect our ability to pay dividends and other obligations.

We are a company incorporated under the laws of the PRC, and our business operations are primarily conducted within the PRC. Substantially all of our future revenues are expected to be denominated in Renminbi. We may need to convert Renminbi into foreign currencies to pay dividends, if any, to our shareholders after our [**REDACTED**], or to satisfy other foreign currency-denominated obligations.

Under the current PRC foreign exchange regulations, current account transactions, such as dividend payments, generally do not require prior approval from the State Administration of Foreign Exchange ("**SAFE**"), but we are required to present supporting documentation and conduct such transactions through designated foreign exchange banks within the PRC. Capital account transactions, such as repayment of foreign loans or remittance of funds from overseas investors, are subject to prior approval or registration with the relevant authorities. Any change, delay or restriction in the applicable foreign exchange policies could limit our ability to transfer funds out of the PRC, which may in turn adversely affect our financial position and ability to pay dividends or meet other funding needs.

Holders of our H Shares may be subject to PRC tax obligations.

Under PRC laws, subject to any applicable tax treaty or similar arrangement between China and your jurisdiction of residence that provides for a different income tax arrangement, PRC withholding tax at the rate of 10% is normally applicable to dividends and gain realized on the transfer of shares from PRC sources payable to investors that are non-resident enterprises, which

do not have an establishment or a place of business in the PRC, or which have such establishment or place of business if the relevant income is not effectively connected with the establishment or place of business. Dividends paid to non-PRC resident individual holders of H Shares are generally subject to individual income tax of the PRC at the withholding tax rate of 10%, depending on whether there is any applicable tax treaty or other tax arrangements. As of the Latest Practicable Date, no provision has expressly provided that individual income tax shall be collected from non-PRC resident individuals on the sale of shares of PRC resident enterprises listed on overseas stock exchanges. Shareholders may not qualify for benefits under such tax treaties or arrangements. We give no assurance that any tax obligations in respect of any gains from the future sale of H Shares or dividends declared and paid will remain unchanged.

There may be uncertainties in effecting service of legal process and enforcing foreign judgments against us and our management in China.

We are a company incorporated under the laws of the PRC, and substantially all of our assets and senior management are located in China. Similar to the difficulties faced by most of the countries around the world on effecting service of process and enforcing judgments obtained from foreign countries, it may be difficult for investors outside the PRC to effect service of process upon us or our Directors or senior management within or outside the PRC, or to enforce judgments obtained in jurisdictions outside the PRC against us or them.

Although the Supreme People's Court of the PRC and the government of the Hong Kong Special Administrative Region have entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》), it does not apply to certain judgments of civil and commercial matters. Consequently, investors may face difficulties in seeking to enforce judgments against us or our management in China.

We are subject to risks in relation to our social insurance and housing provident fund contributions.

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) and the Regulations on the Administration of Housing Provident Funds (《住房公積金管理條例》), we are required to make contributions to the social insurance plans and housing provident funds for our employees in accordance with relevant PRC laws and regulations.

During the Track Record Period and as of the Latest Practicable Date, we did not make full contributions to the social insurance and housing funds for employees in accordance with the relevant PRC laws and regulations. In 2024 and 2025 and for the six months ended June 30, 2026, the aggregate shortfall in our contributions to social insurance and housing provident funds amounted to approximately RMB0.5 million, RMB1.0 million and RMB1.0 million, respectively. We cannot assure that we will not be required to pay any deemed shortfalls or be subject to penalties or fines regarding social security insurance and housing provident funds contributions, any of which may have an adverse effect on our business and results of operations. As advised by our PRC Legal Adviser, the Company's risk of being subject to centralized back payment, supplementary payment and material penalties due to the non-compliance in the payment of social insurance and housing fund is low, provided that the current policies, laws and regulations, as well as the current implementation and supervision requirements of the competent authorities in respect of social insurance and housing fund, remain materially unchanged, and no employee files any complaint, litigation or arbitration.

Our compliance challenges may be compounded by the evolving PRC labor laws and regulations. Effective September 1, 2025, the Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) ("Interpretation (II)") provides that any

agreement between an employer and an employee to waive the payment of social insurance contributions is invalid, and that an employee may terminate their labor contract and claim economic compensation if the employer fails to make statutory social insurance contributions. Our Group confirms that we have not entered into any agreements with, nor received any commitments from, our employees regarding the waiver of social insurance contributions. As advised by our PRC Legal Adviser, Interpretation (II) does not impose any additional liabilities on our Group beyond those prescribed under existing PRC laws and administrative regulations. Furthermore, our Company has undertaken to fully and promptly settle any outstanding social insurance and housing provident fund contributions if ordered by the relevant competent authorities. Based on the foregoing and the advice of our PRC Legal Adviser, our Directors and our PRC Legal Adviser are of the view that the implementation of Interpretation (II) will not have a material adverse impact on our Group's business operations and financial performance.

Changes in foreign investment policies could negatively impact our business

Currently, development and application of human stem cell, gene diagnosis and treatment technologies is restricted for foreign investments in China. The Ministry of Commerce, the National Health Commission (the "**NHC**") and the NMPA currently allow foreign-invested enterprises to engage in the development and application of human stem cell, gene diagnosis and treatment technologies in certain pilot regions, including the China (Shanghai) Pilot Free Trade Zone and the China (Guangdong) Pilot Free Trade Zone, for product registration and production, and such products may be sold nationwide upon approval for commercialization. Our principal business is the research and development of CAR-T cell therapy drugs and our Company's registered address is within the China (Guangdong) Pilot Free Trade Zone. Based on the foregoing and the advice of our PRC Legal Adviser, the current business operations of the Group are in compliance with the applicable requirements under Notice on Conducting Pilot Programmes for Expanding Opening-up in the Medical Sector (《關於在醫療領域開展擴大開放試點工作的通知》) in all material respects. However, if the applicable laws, regulations or regulatory interpretations are amended, or if the scope, availability or implementation of the current pilot programmes is modified, restricted or terminated, our eligibility to rely on the relevant pilot policies could be adversely affected. In such circumstances, we may be required to take additional measures to maintain compliance with applicable foreign investment restrictions or other regulatory requirements, which could adversely impact our business and prospects.

RISKS RELATING TO THE [REDACTED]

There has been no prior [REDACTED] for our H Shares, and an active [REDACTED] for our H Shares may not develop or be sustained.

Prior to the completion of the [**REDACTED**], there was no [**REDACTED**] for our H Shares. We cannot assure you that a [**REDACTED**] for our H Shares with adequate [**REDACTED**] will develop and be sustained following the completion of [**REDACTED**]. The [**REDACTED**] for our H Shares to the [**REDACTED**] is the result of negotiations between us and the [**REDACTED**] (for itself and on behalf of other [**REDACTED**]), and the [**REDACTED**] may differ significantly from the [**REDACTED**] of the H Shares following the [**REDACTED**].

We have [applied] to the Hong Kong Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**] in, the H Shares (including any H Shares which may be issued pursuant to the exercise of the [**REDACTED**]). A [**REDACTED**] on the Hong Kong Stock Exchange, however, does not guarantee that an active and [**REDACTED**] for the H Shares will develop, or if it does develop, that it will be sustained following the [**REDACTED**], or that the [**REDACTED**] of the H Shares will not decline following the [**REDACTED**]. If an active [**REDACTED**] for our H Shares does not develop following the completion of the [**REDACTED**], the [**REDACTED**] and [**REDACTED**] of our H Shares could be materially and adversely affected.

The [REDACTED] and [REDACTED] of our H Shares may be volatile, which could lead to substantial losses to investors.

The [**REDACTED**] and [**REDACTED**] of our H Shares may be subject to significant volatility in response to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. In particular, the business and performance and the [**REDACTED**] of the shares of other companies engaging in similar business may affect the [**REDACTED**] and [**REDACTED**] of our H Shares. In addition to market and industry factors, the [**REDACTED**] and [**REDACTED**] of our H Shares may be highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, investments, expenditures, regulatory developments, relationships with our suppliers, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies listed on the Hong Kong Stock Exchange with significant operations and assets in China have experienced price volatility in the past, and it is possible that our H Shares may be subject to changes in [**REDACTED**] not directly related to our performance but related to the overall political and economic conditions in Hong Kong, the PRC or elsewhere in the world.

Future sales or perceived sales or conversion of significant amounts of our H Shares in the [REDACTED] following the [REDACTED] could materially and adversely affect the [REDACTED] of our H Shares.

The [**REDACTED**] of our H Shares could decline as a result of future [**REDACTED**] of a substantial number of our H Shares or other securities relating to our H Shares in the [**REDACTED**], or the issuance of new shares or other securities, or the perception that such [**REDACTED**] or issuances may occur. Future sales, or anticipated sales, of substantial amounts of our securities, including any future offerings, could also materially and adversely affect our ability to raise capital at a specific time and on terms favourable to us. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares.

In addition, while investors subscribing shares in the [**REDACTED**] are not subject to any restrictions on the disposal of the [**REDACTED**] they subscribed (except otherwise disclosed in this Document), they may have existing arrangements or agreement to dispose part or all of the H Shares they hold immediately or within certain period upon completion of the [**REDACTED**] for legal and regulatory, business and market, or other reasons. Such disposal may occur within a short period or any time or period after the [**REDACTED**].

Any sale of the [**REDACTED**] subscribed by such investors pursuant to such arrangement or agreement could adversely affect the [**REDACTED**] of our H Shares and any sizeable sale could have a material and adverse effect on the [**REDACTED**] of our H Shares and could cause substantial volatility in the [**REDACTED**] of our H Shares.

You will incur immediate and significant dilution and may experience further dilution if we issue additional Shares or equity securities in the future.

The [**REDACTED**] of the H Shares is higher than the [**REDACTED**] per H Share immediately prior to the [**REDACTED**]. Therefore, purchasers of the H Shares in the [**REDACTED**] will experience an immediate dilution. In order to expand our business, we may consider offering and issuing additional Shares in the future. Purchasers of the H Shares may experience dilution if we issue additional Shares in the future at a [**REDACTED**] which is lower than the [**REDACTED**] per Share at that time. Furthermore, we may issue Shares through the employee incentive platforms, which would further dilute Shareholders' interests in our Company.

Fluctuations in exchange rates could materially reduce the value of your investment.

Our H Shares will be [**REDACTED**] for subscription and [**REDACTED**] in Hong Kong dollars. As of the Latest Practicable Date, all our assets were denominated in Renminbi. Therefore, any fluctuation in the exchange rate between Renminbi and Hong Kong dollars could significantly impact the [**REDACTED**] of our H Shares and thus materially affect the value of your [**REDACTED**].

Fluctuations in exchange rates between the Renminbi and other currencies (including Hong Kong dollars) may be affected by, among other things, national and international economic and political developments. If Renminbi depreciates against other currencies (such as Hong Kong dollars), the [**REDACTED**] of our H Shares may [**REDACTED**] even if our business operation and financial conditions remain unaffected.

Because we do not expect to pay dividends in the foreseeable future after the completion of the [REDACTED], you must rely on [REDACTED] of our H Shares for a return on your [REDACTED].

We are an early-stage biopharmaceutical company with no commercialized products and have incurred net losses since our inception. We expect to continue to incur losses for the foreseeable future as we advance the development and commercialization of our pipeline product candidates. We currently intend to retain most, if not all, of our available funds and any future earnings after the completion of the [**REDACTED**] to fund the development and commercialization of our pipeline product candidates and to support our ongoing R&D and operational activities. As a result, we do not expect to declare or pay any cash dividends in the foreseeable future. Therefore, you should not rely on an [**REDACTED**] in our H Shares as a source for any future dividend income.

Our Board has complete discretion as to whether to declare and pay dividends. Even if our Board decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend upon various factors including our future results of operations, financial condition, cash flow, capital requirements, and the amount of distributions received from our subsidiaries. Dividends under PRC law and our Articles may only be paid out of distributable profits, which refer to after-tax profits as determined under PRC GAAP or IFRS, whichever is lower, after making the necessary allocations to statutory reserve funds. Accordingly, the return on your [**REDACTED**] in our H Shares will likely depend entirely upon any future [**REDACTED**] of our H Shares. There is no assurance that our H Shares will appreciate in value after the [**REDACTED**] or even maintain the [**REDACTED**] at which you purchased the H Shares. You may not realize a return on your [**REDACTED**] in our H Shares and you may even lose your entire [**REDACTED**] in our H Shares.

Certain facts, forecasts and statistics in this Document relating to the biopharmaceutical industry are derived from various official government sources and have not been independently verified by us.

Certain statistics, information and data contained in this Document relating to China and elsewhere in the world, and the industry in which we operate have been derived from various official government publications. Information and statistics from official government sources have not been independently verified by us or any other parties involved in the [**REDACTED**] and no representation is given as to their accuracy. Due to possibly flawed or ineffective collection methods and analysis or discrepancies between published information and market practice, such statistics, information and data in this Document may be inaccurate or may not be comparable to statistics, information and data produced with respect to other economies. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as the case may be in other jurisdictions. In all cases, investors should give consideration as to how much weight or importance they should attach to or place on such facts.

You should read the entire Document carefully, and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us or the [REDACTED].

Prior to the publication of this Document, there has been coverage in the media regarding us and the [**REDACTED**], which contained among other things, certain financial information, projections, valuations and other forward-looking information about us and the [**REDACTED**]. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for the accuracy or completeness of such media coverage or forward-looking statements. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding our Shares, the [**REDACTED**] or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the media. We disclaim any information in the media to the extent that such information is inconsistent or conflicts with the information contained in this Document. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this Document only and should not rely on any other information.

In preparation for the [**REDACTED**], our Company has sought and [has been granted] the following waivers from strict compliance with the relevant provisions of the Listing Rules and the following exemption from compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

The business operation of our Group are based, managed and conducted in the PRC. As our executive Directors play very important roles in our business operation, it is in our best interest for them to be based in the places where our Group has significant operations. We consider it practicably difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our executive Directors to Hong Kong or appointment of additional executive Directors. Therefore, we do not have, and in the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, provided that our Company implements the following arrangements:

(a) we have appointed Dr. Sun and Ms. Hoi Ting Wong (黃凱婷) ("**Ms. Wong**") as our authorized representatives (the "**Authorized Representatives**") pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our Company's principal channel of communication with the Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;

(b) when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly as and when required, including means to communicate with our Directors when they are travelling. Our Company will also inform the Stock Exchange as soon as practicable in respect of any change in the Authorized Representatives in accordance with the Listing Rules. We have provided the contact details of each Director (such as mobile phone numbers, office phone numbers (if any), email addresses and fax numbers (if any)) to each of the Authorized Representatives and the Stock Exchange;

(c) we confirm and will ensure that all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon the request of the Stock Exchange;

(d) we have appointed Rainbow Capital (HK) Limited as our compliance adviser upon [**REDACTED**] pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the [**REDACTED**] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [**REDACTED**]. Our compliance adviser, who will serve as the additional channel of communication with the Stock Exchange when the Authorized Representatives are not available and will have access at all times to the Authorized Representatives, our Directors and our senior management as prescribed by Rule 3A.23 of the Listing Rules; and

(e) meetings between the Stock Exchange and our Directors can be arranged through the Authorized Representatives or our compliance adviser, or directly with our Directors within a reasonable time frame.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARY

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable: (a) a member of The Hong Kong Chartered Governance Institute; (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the "relevant experience" of the individual: (a) length of employment with the issuer and other issuers and the roles he/she played; (b) Familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code; (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and (d) professional qualifications in other jurisdictions.

Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include: (a) whether the issuer has principal business activities primarily outside Hong Kong; (b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and (c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

Further, pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") and on the following conditions: (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

Our Company has appointed Mr. Nam Kit Lau (劉南杰) ("**Mr. Lau**"), as one of our joint company secretaries. He has considerable experience in administrative management but presently does not possess sufficient qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Wong, an associate member (a holder of practitioner's endorsement) of 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, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Mr. Lau for an initial period of three years from the [**REDACTED**] to enable Mr. Lau to acquire the "relevant experience" under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Given Ms. Wong's professional qualification and experience, she will be able to explain to both Mr. Lau and us the relevant requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Ms. Wong will also assist Mr. Lau in organizing Board meetings and

Shareholders' meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Ms. Wong is expected to work closely with Mr. Lau and will maintain regular contact with Mr. Lau, our Directors and the senior management of our Company. In addition, Mr. Lau will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules to enhance his knowledge of the Listing Rules during the three-year period from the [**REDACTED**]. Mr. Lau will also be assisted by our compliance adviser and our legal advisers as to the Hong Kong laws on matters in relation to our ongoing compliance with the Listing Rules and the applicable laws and regulations.

Since Mr. Lau does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Lau may be appointed as a joint company secretary of our Company. The waiver is valid for an initial period of three years from the [**REDACTED**] on the conditions that (a) Mr. Lau must be assisted by Ms. Wong, who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver shall be valid for a period of three years from the [**REDACTED**] and will be revoked immediately if and when Ms. Wong ceases to provide such assistance to Mr. Lau as a joint company secretary or if there are material breaches of the Listing Rules by our Company.

Before the expiration of the initial three-year period, the qualifications of Mr. Lau will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance will continue. We will liaise with the Stock Exchange before the expiration of the three-year period to enable it to assess whether Mr. Lau, having benefited from the assistance of Ms. Wong for the preceding three years, will have acquired the skills necessary to carry out the duties of a company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

EXEMPTION FROM COMPLIANCE WITH SECTION 342(1)(b) OF THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE AND PARAGRAPH 27 OF PART I AND PARAGRAPH 31 OF PART II OF THE THIRD SCHEDULE TO THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

Section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires all prospectuses to include matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and set out the reports specified in Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires a company to include in its prospectus a statement as to the gross trading income or sales turnover (as the case may be) of the company during each of the three financial years immediately preceding the issue of the prospectus, including an explanation of the method used for the computation of such income or turnover and a reasonable breakdown between the more important trading activities.

Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance further requires a company to include in its prospectus a report by the auditors of the company with respect to (i) the profits and losses of the company for each of three financial years immediately preceding the issue of the prospectus and (ii) the assets and liabilities of the company of each of the three financial years immediately preceding the issue of the prospectus.

Section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance provides that the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from the compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or would otherwise be unnecessary or inappropriate.

Rule 4.04(1) of the Listing Rules requires that the consolidated results of the issuer and its subsidiaries in respect of each of the three financial years immediately preceding the issue of the listing document or such shorter period as may be acceptable to the Stock Exchange be included in the accountants' report in the listing document.

Rule 18A.03(3) of the Listing Rules requires that a biotech company must have been in operation in its current line of business for at least two financial years prior to [**REDACTED**] under substantially the same management. Rule 18A.06 of the Listing Rules requires that a biotech company must comply with Rule 4.04 of the Listing Rules modified so that references to "three financial years" or "three years" in Rule 4.04 of the Listing Rules shall instead be references to "two financial years" or "two years", as the case may be. Further, pursuant to Rule 8.06 of the Listing Rules, the latest financial period reported on by the reporting accountants for a new applicant must not have ended more than six months from the date of the [**REDACTED**].

The applications to the SFC for a certificate of exemption from strict compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance were made on the grounds, among others, that strict compliance with the above requirements would be unduly burdensome and the waiver and exemption would not prejudice the interests of the investing public, as:

(a) our Company is primarily engaged in the R&D, application and commercialization of biotech products, and falls within the scope of biotech company as defined under Chapter 18A of the Listing Rules. Our Company will fulfill the additional conditions for [**REDACTED**] required under Chapter 18A of the Listing Rules;

(b) the Accountants' Report for each of the [financial years ended December 31, 2024 and 2025 and the six months ended June 30, 2026] [has] been disclosed in this document and is set out in Appendix I to this document in accordance with Rule 18A.06 of the Listing Rules;

(c) we are a pre-revenue biotech company and during the Track Record Period, we did not generate any revenue from our drug candidates under development, and we will continue to incur significant research and development and other expenses related to our ongoing operations. For details of our major activities, see "Business" in this document;

(d) notwithstanding that the financial results set out in this document are only for the [financial years ended December 31, 2024 and 2025 and the six months ended June 30, 2026] in accordance with Chapter 18A of the Listing Rules, other information required to be disclosed under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance has been adequately disclosed in this document pursuant to the relevant requirements;

(e) given that our Company is only required to disclose its financial results for each of the [financial years ended December 31, 2024 and 2025 and the six months ended June 30, 2026] in accordance with Chapter 18A of the Listing Rules, strict compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions)

Ordinance in relation to the requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unnecessary and/or irrelevant for our Company; and

(f) Our Directors are of the view that the Accountants' Report covering the [financial years ended December 31, 2024 and 2025 and the six months ended June 30, 2026], together with other disclosures in this document, has already provided adequate and reasonable up-to-date information in the circumstances for the potential investors to make an informed assessment of the business, assets and liabilities, financial position, management and prospects of our Company and to form a view on the track record of our Company. Therefore, the exemption would not prejudice the interest of the investing public.

Accordingly, an application has been made to the SFC for, and SFC [has granted], a certificate of exemption from strict compliance with the requirements under section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, on the conditions that (i) the particulars of the exemption will be set forth in this document and (ii) this document will be issued on or before [**REDACTED**] and the Shares of our Company will be [**REDACTED**] on the Stock Exchange on or before [**REDACTED**].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Dr. Sun (孫敏敏)	Room 401 No. 6, Lane 276 Xianan Road Pudong New District Shanghai PRC	Chinese
Dr. Zhenggang Jiang (蔣正剛)	No. 555, Heping Yuyao Village, Shuyuan Town Nanhui District Shanghai PRC	Chinese
Dr. Ruidong Hao (郝瑞棟)	No. 56 Shuidian Road Hongkou District Shanghai PRC	Chinese
Non-executive Directors		
Dr. Jiaxin Li (李佳昕)	Room 401, Building 23 Lane 2131, Jingao Road Pudong New District Shanghai PRC	Chinese
Mr. Xiaopeng He (和曉朋)	No. 8 Chaoyangmen North Street Dongcheng District Beijing PRC	Chinese
Dr. Xueli Geng (耿學莉)	Room 101, Unit 1, Building 1, Xingyunli Guangkai Sima Road Nankai District Tianjin PRC	Chinese

Name	Address	Nationality
Independent non-executive Directors		
Mr. Siu Kei Sum (岑兆基)	Flat B/6F Tower 2 Hoi Fai Court (South Horizons) 2 South Horizon Drive HK	Chinese
Mr. Da Liu (柳達)	Flat B, 23/F, Harston The Repulse Bay 109 Repulse Bay Road Repulse Bay HK	Chinese
Ms. Hui Sun (孫暉)	Room 1201, Building 20 Lane 1299, Dingxiang Road Pudong New District Shanghai PRC	American

For details with respect to our Directors, see "Directors and Senior Management" in this document.

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor and [REDACTED]

Huatai Financial Holdings (Hong Kong) Limited
62/F, The Center
99 Queen's Road Central
Hong Kong

[REDACTED]

Legal Advisers to our Company

As to Hong Kong and U.S. laws:

Fangda Partners
26/F, One Exchange Square
8 Connaught Place
Central
Hong Kong

As to PRC laws:

Zhong Lun Law Firm
10/11/16/17F, Two IFC
8 Century Avenue
Pudong New Area
Shanghai
PRC

Legal Advisers to the Sole Sponsor and [REDACTED]	*As to Hong Kong laws:* **Jingtian & Gongcheng LLP** Suites 3203-3209, 32/F, Edinburgh Tower The Landmark 15 Queen's Road Central Hong Kong *As to PRC laws:* **Jingtian & Gongcheng** 34/F, Tower 3, China Central Place 77 Jianguo Road Chaoyang District Beijing PRC
Auditors and Reporting Accountants	**Ernst & Young** *Certified Public Accountants and Registered Public Interest Entity Auditor* 27/F, One Taikoo Place 979 King's Road Quarry Bay Hong Kong
Industry Consultant	**Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.** Suite 2504 Wheelock Square 1717 Nanjing West Road Shanghai PRC
Compliance Advisor	**Rainbow Capital (HK) Limited** Office No. 710 7/F Wing On House No. 71 Des Voeux Road Central Central Hong Kong

[**REDACTED**]

CORPORATE INFORMATION

Registered Office and Headquarters	Unit 5H56A, Xinlikang Building No. 3044 Xinghai Boulevard Nanshan Sub-district Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone Shenzhen PRC
Principal Place of Business in the PRC	3/F Building 4 No. 11 Galileo Road China (Shanghai) Pilot Free Trade Zone Shanghai PRC
Principal Place of Business in Hong Kong	31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong
Company's Website	**www.immunofoco.com** *(Information contained on this website does not form part of this document)*
Joint Company Secretaries	**Mr. Nam Kit Lau (劉南杰)** Bldg. D, No. 11 Jialilue Road Pudong New District Shanghai PRC **Ms. Hoi Ting Wong (黃凱婷)** (*a member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom*) 31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong
Authorized Representatives	**Dr. Sun (孫敏敏)** Room 401 No. 6, Lane 276 Xianan Road Pudong New District Shanghai PRC

	Ms. Hoi Ting Wong (黃凱婷) 31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong
Audit Committee	Ms. Hui Sun (孫暉) *(Chairperson)* Mr. Siu Kei Sum (岑兆基) Mr. Da Liu (柳達)
Remuneration Committee	Mr. Da Liu (柳達) *(Chairperson)* Dr. Sun (孫敏敏) Mr. Siu Kei Sum (岑兆基)
Nomination Committee	Dr. Sun (孫敏敏) *(Chairperson)* Mr. Da Liu (柳達) Ms. Hui Sun (孫暉)

[**REDACTED**]

Principal Bankers	**China Merchants Bank Co., Ltd.** **Shanghai Yangsi Branch** 1st-2nd floors and Room 301, 3rd floor No. 3061, 3063, 3065, 3067 Shangnan Road Pudong New District Shanghai China

Certain information and statistics set out in this section have been extracted from various official government publications, available sources from public market data providers and an Independent Third-Party source, Frost & Sullivan. The report prepared by Frost & Sullivan and cited in this document was commissioned by us. We believe that the sources of this information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [**REDACTED**]*, the* [**REDACTED**]*, the* [**REDACTED**]*, the* [**REDACTED**]*,* [**REDACTED**]*, any of our or their respective directors, officers, employees, agents, or representatives of any of them or any other parties involved in the* [**REDACTED**]*, and no representation is given as to its accuracy, fairness and completeness. For discussion of the risks relating to our industry, see "Risk Factors" in this Document.*

PREVALENCE OF CANCER AND EVOLUTION OF ONCOLOGY TREATMENTS

Cancer is a leading cause of death worldwide, and is expected to continue rising due to aging populations, lifestyle-related risk factors, and demographic growth. In 2025, 21.9 million new cancer cases were diagnosed globally, alongside approximately 11 million cancer deaths, highlighting both the high incidence and the severe mortality burden of the disease.

In 2023, a total of 271 million DALYs (disability-adjusted life years) were attributed to cancer, with 97% of these being due to YLLs (years of life lost), reflecting the global burden of cancer mortality. From a global incidence perspective, solid tumors account for the majority of global cancer cases, representing approximately 90% of all new cancer cases worldwide in 2025 and expected to remain at a similar level by 2035. Global new cases of solid tumors are estimated to increase from 20.5 million in 2025 to 25.3 million by 2035. In parallel, hematologic malignancies also represent an important category of malignant diseases.

In 2025, the five most common solid tumors worldwide by incidence are lung, breast, colorectal, prostate, and stomach cancers. Stomach cancer, with approximately 1.0 million new cases, is among the top five solid tumor indications globally in terms of new diagnoses.

Evolution of treatment methods for cancer

Cancer treatment has gone through a long process of development in history, and it will continue to evolve over time. Current treatment modalities include surgery, radiotherapy, chemotherapy, targeted therapy and immunotherapy as well as cell and gene therapy. Together these approaches span curative, disease-controlling and palliative strategies and reflect a shift from broadly cytotoxic treatments toward more precise, biology-driven interventions.

Challenges in current treatments for solid tumors

The principal challenges associated with current cancer treatments include the following:

- ***Limited Opportunity for Radical Surgery.*** A substantial proportion of patients with advanced solid tumors are diagnosed at late stages or present with extensive tumor burden, rendering curative-intent local interventions such as surgery or definitive radiotherapy infeasible.

- ***Mechanistic Barriers to Effective Cancer Therapy.*** Mechanism-driven resistance represents a fundamental barrier to durable disease control in advanced solid tumors. Metastatic dissemination enables tumor cells to colonize anatomically and biologically distinct microenvironments, reducing the effectiveness of localized or pathway-specific therapies. In parallel, the tumor microenvironment (TME) plays a central role in

therapeutic resistance by fostering immune evasion and adaptive tumor evolution under sustained treatment pressure. Multi-drug resistance mechanisms, including enhanced xenobiotic metabolism and active drug efflux, further restrict effective intracellular drug exposure and limit the long-term efficacy of current systemic therapies.

- ***Limited Clinical Outcomes.*** Despite incremental advances, currently available post–standard-of-care systemic therapies, including later-line targeted agents, immune checkpoint inhibitors in refractory settings, antibody-drug conjugates (ADCs), and combination regimens, are rarely curative. Across indications, these approaches are predominantly associated with modest objective response rates and limited durability effects, with long-term remission observed only in a small subset of patients.

- ***Safety and Tolerability Limitations.*** Safety and tolerability limitations arising from cumulative treatment exposure represent a major challenge to sustained clinical benefit, especially in later-line or post–standard-of-care settings. Repeated systemic therapies frequently lead to accumulative toxicities, including bone marrow suppression, neurotoxicity, and organ dysfunction, which progressively limit dosing flexibility, treatment intensity and duration. These safety and tolerability constraints often necessitate dose modification, treatment interruption, or discontinuation, thus compromising real-world effectiveness and limiting the durability of clinical benefit in advanced solid tumors.

OVERVIEW OF CELLULAR IMMUNOTHERAPY AND CAR-T THERAPY MARKET

Immuno-oncology therapy is an emerging pillar of cancer treatment. From 2025 to 2035, immuno-oncology is expected to have the highest CAGR among major cancer treatment modalities, reflecting its rapidly expanding clinical adoption and strategic importance in oncology treatment. The process can be down in either stimulating immune system to attack cancer cells or giving immune system components. According to the market caliber, Immuno-Oncology therapies are primarily classified into cellular immunotherapies (e.g., CAR-T and TCR-T), cytokines, immune checkpoint monoclonal antibodies, oncolytic viruses, T-cell engager (TCE) drugs, and cancer vaccines. These therapeutic modalities aim to enhance anti-tumor immunity by modulating, activating, or redirecting T-cell function. Among these strategies, T cells represent the central effector of adaptive anti-tumor immunity. In particular, genetically engineered T-cell therapies, such as CAR-T cell therapy, directly modify patients' T cells to confer tumor-specific recognition and potent cytotoxic activity, positioning CAR-T as one of the most mature and clinically validated modalities within immuno-oncology.

Cellular immunotherapy

Cellular immunotherapy, also known as adoptive cell transfer (ACT) therapy, is a type of immunotherapy in which immune cells (primarily T cells) are given to a patient for the treatment of cancers. The T cells are usually taken from the patient's own blood or tumor tissues, grown in large numbers in the laboratory, and then infused to the patient to help the immune system kill tumor cells. Cellular immunotherapy can be classified as (i) non-genetically modified cellular immunotherapy (including activated autologous lymphocytes, cytokine induced killer cell and tumor-infiltrating lymphocytes) and (ii) genetically modified immunotherapy (including CAR-T, TCR-T, NK-CAR and Macrophage-CAR).

Barriers to entry in the cellular immunotherapy industry include the following: 1) *High Capital Requirements for R&D* — the cell therapy field demands massive R&D investments, spanning target discovery, preclinical studies, clinical trials, and long-term safety monitoring; 2) *Significant Technology Platform Barriers* — Core technologies in cell therapy require advanced expertise. For example, design of CAR structures and Armored technologies, in particularly, in vivo CAR-T systems require optimized vector designs for efficient T-cell transduction while ensuring tissue-specific targeting; 3) *Stringent Manufacturing and Regulatory Requirements* — CAR-T therapies face particularly complex manufacturing and regulatory compliance due to their novel mechanism of action, and regulatory standards for genetically modified products (e.g., FDA's BLA

or EMA's ATMP rules) vary globally, forcing companies to allocate resources for compliance; and 4) *Process Optimization & Industrialization* — the cell therapy industry is actively advancing process optimization and industrialization to overcome limitations of traditional personalized manufacturing approaches in cycle time, cost, and consistency.

CAR-T cell therapy

Evolution of CAR-T Therapeutic Modalities

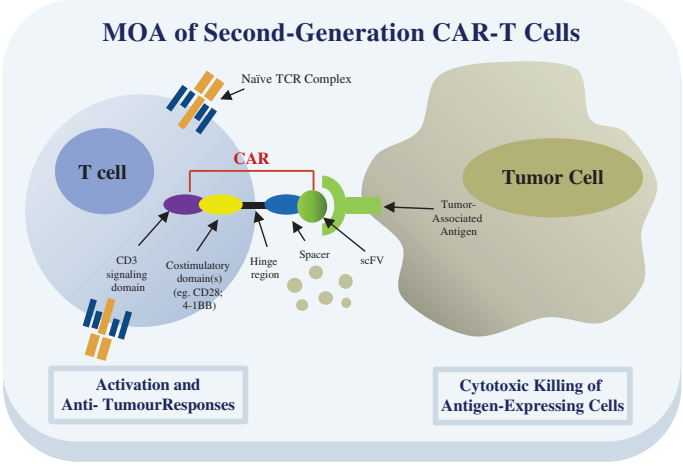
Conventional *ex vivo* CAR-T cell therapy, particularly autologous CAR-T, represents the most clinically established CAR-T modality to date and underpins all currently approved CAR-T products. In this approach, a patient's T cells are collected via leukapheresis, genetically modified *ex vivo* to express a chimeric antigen receptor (CAR), expanded under GMP conditions, and reinfused following lymphodepleting conditioning.

To address manufacturing and availability constraints inherent to individualized production, allogeneic CAR-T therapies based on donor-derived cells have been explored as off-the-shelf alternatives. However, their development remains constrained by fundamental immunological challenges, including graft-versus-host disease and host-mediated rejection, as well as manufacturing bottlenecks associated with large-scale, consistent clinical-grade production and concerns regarding genomic and chromosomal abnormalities arising from extensive *ex vivo* manipulation.

Accordingly, *in vivo* CAR-T therapy is emerging as a more scalable CAR-T implementation paradigm that bypasses *ex vivo* cell manipulation and reduces reliance on individualized manufacturing workflows, enabling direct genetic programming of immune cells within the patient and representing an alternative approach to conventional *ex vivo* CAR-T therapy.

Mechanism of Action

Chimeric antigen receptors (CARs) are engineered receptor proteins that combine antigen-binding and T-cell-activating functions to enable T cells to recognize and eliminate antigen-expressing cancer cells. CAR-T cell therapy involves harvesting a patient's T cells, genetically modifying them via viral vectors carrying the CAR construct and reinfusing the engineered cells as a targeted, cell-based immunotherapy. The following diagram illustrates the mechanism of action for second-generation CAR-T cells:

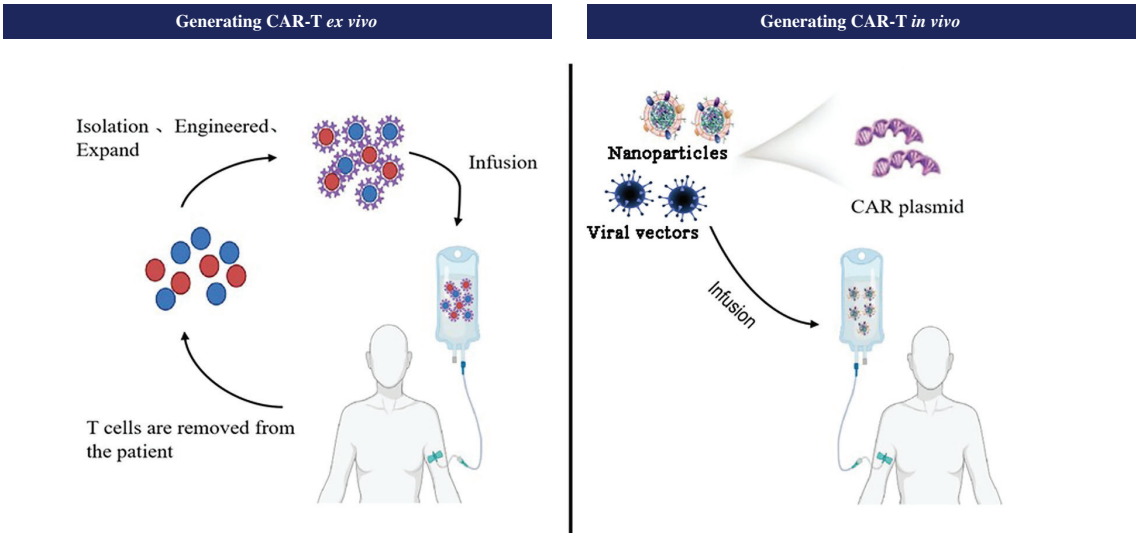


Source: Literature Review, Frost & Sullivan Analysis

Second-generation CAR-T cells exert their therapeutic effects through a sequential and tightly regulated mechanism of action. Upon administration, the extracellular single-chain variable fragment (scFv) of the chimeric antigen receptor specifically recognizes and binds surface antigens expressed on tumor cells in an antibody-like, major histocompatibility complex (MHC)–independent manner, thereby distinguishing CAR-mediated recognition from endogenous T-cell receptor (TCR) signaling. Antigen engagement subsequently induces CAR clustering on the T-cell surface, leading to phosphorylation of CD3ζ immunoreceptor tyrosine-based activation motifs (ITAMs) and activation of downstream signaling cascades mediated by a single costimulatory domain, such as CD28 or 4-1BB, independently of native TCR–MHC interactions. This signaling activation drives transcriptional programs associated with T-cell proliferation, effector function, and cytokine secretion. Ultimately, activated CAR-T cells eliminate antigen-expressing target cells predominantly through perforin- and granzyme-mediated cytotoxicity, with additional contributions from death receptor — mediated pathways, resulting in effective immune-mediated tumor control.

In vivo CAR-T therapy utilizes viral or non-viral delivery systems to introduce CAR-encoding mRNA or vector-based genetic constructs into immune cells *in vivo*, enabling in situ CAR expression and subsequent immune activation. These engineered T cells then circulate, recognize the tumor antigen, activate, and kill cancer cells with high specificity.

The following illustrations demonstrate the key differences between *ex vivo* and *in vivo* CAR-T.



Source: Literature Review, Frost & Sullivan Analysis

In vivo CAR-T therapy is currently transitioning from preclinical exploration to early-stage clinical evaluation. In the United States, a first-in-class *in vivo* CAR-T candidate targeting hematological malignancies, developed by Umoja Biopharma, received FDA IND authorization and subsequently initiated a Phase I clinical study in 2025. Concurrently, a limited number of candidates have entered early-phase clinical studies in other countries, contributing to an emerging body of preliminary human data. This early clinical entry into human studies provides a baseline for assessing the feasibility of in situ T-cell engineering and suggests the modality's potential to address the scalability constraints inherent in traditional *ex vivo* cell therapies.

Clinical advantages of CAR-T cell therapy

CAR-T cell therapy offers the following advantages over other types of cellular immunotherapies:

- ***Avoid Accumulative Toxicity.*** CAR-T therapy is typically administered as a one-time or limited-duration treatment rather than through continuous or repeated dosing over extended periods. As a result, it avoids the prolonged dosing-related drug exposure commonly associated with chronic treatment paradigms, thereby reducing the risk of cumulative toxicity. Treatment-related side effects observed to date remain generally manageable and do not appear to worsen with continued follow-up.

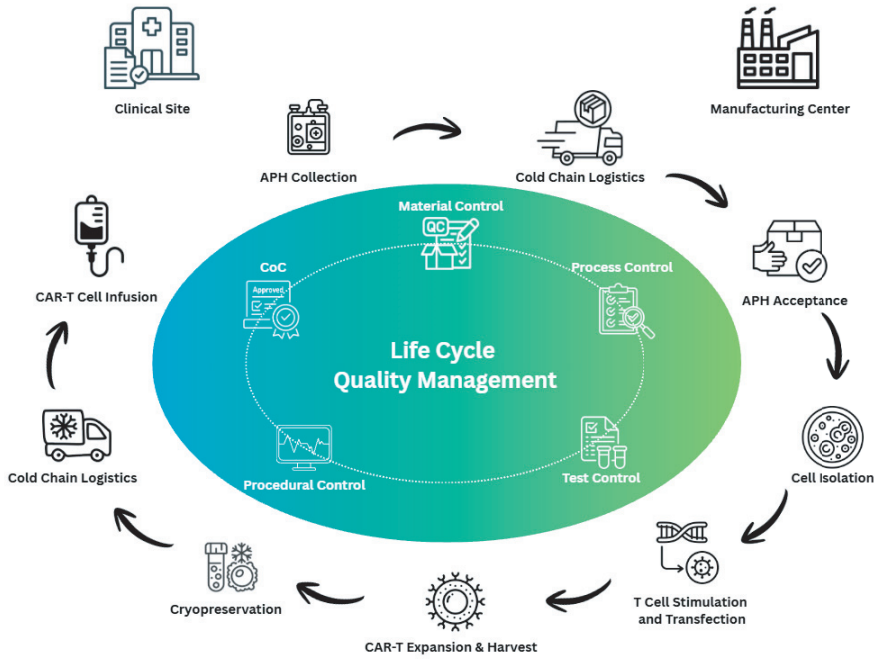
- ***In vivo expansion and long-term durability as a living drug.*** CAR-T therapies are uniquely characterized by their ability to undergo robust *in vivo* expansion and long-term persistence following a single administration. The incorporation of co-stimulatory domains such as CD28 or 4-1BB promotes sustained T-cell proliferation, functional persistence, and the development of memory-like T-cell subsets. These features enable durable anti-tumor activity and prolonged immune surveillance, distinguishing CAR-T therapy from conventional cytotoxic or targeted treatments that rely on continuous drug exposure to maintain efficacy.

- ***Low immune escape.*** CAR-T cells operate independently of MHC recognition requirements, effectively neutralizing the common tumor escape strategy of MHC-I downregulation that often limits conventional T cell therapies, such as TCR-T and TIL.

Ex vivo CAR-T cell manufacturing process

The *ex vivo* CAR-T cell manufacturing process typically involves the collection of leukapheresis material at the clinical site and its transport to the manufacturing facility under controlled cold-chain conditions. Upon receipt, manufacturing activities are initiated, including T-cell isolation and activation, genetic modification via viral transduction, and subsequent cell expansion. Once the target cell dose is achieved, the cell product is harvested, formulated, filled, and cryopreserved. In-process control testing is conducted throughout manufacturing in accordance with predefined SOPs to ensure process consistency and product quality. Following manufacturing completion, lot-release testing is performed based on established quality specifications, covering key attributes such as identity, viability, purity, potency, sterility, endotoxin, mycoplasma, and vector-related parameters. Product release is subject to quality assurance review of batch records, certificates of analysis, and related documentation. The cryopreserved CAR-T product is then transported back to the clinical site under liquid-nitrogen conditions using qualified cold-chain logistics providers. Overall manufacturing timelines may vary by patient; however, *ex vivo* CAR-T cell manufacturing is generally completed within approximately 2-3 weeks, with ongoing advances expected to further shorten manufacturing, testing and release timelines.

The following diagram illustrates the *ex vivo* CAR-T cell manufacturing process:



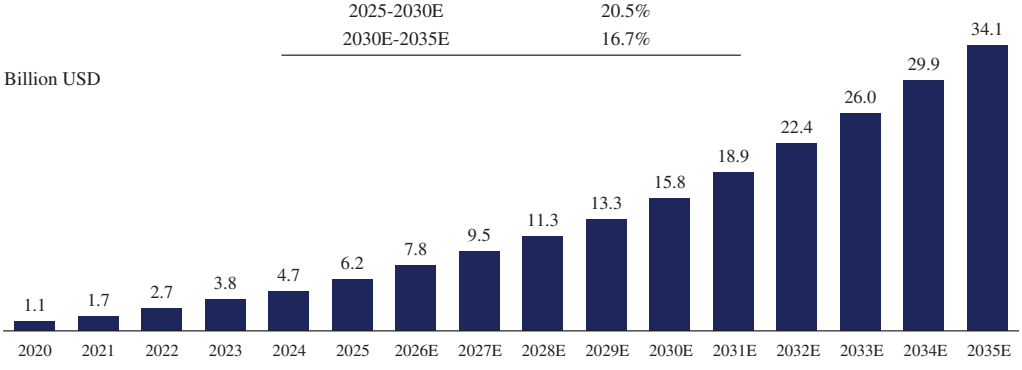
Source: Literature Review, Frost & Sullivan Analysis

Market size of the global and China CAR-T cell therapy markets

The following graphs show historical and forecasted size of the global market and China's market, respectively, for CAR-T cell therapies from 2020 through 2025 and from 2026 through 2035:

Global CAR-T Therapy Market, 2020-2035E

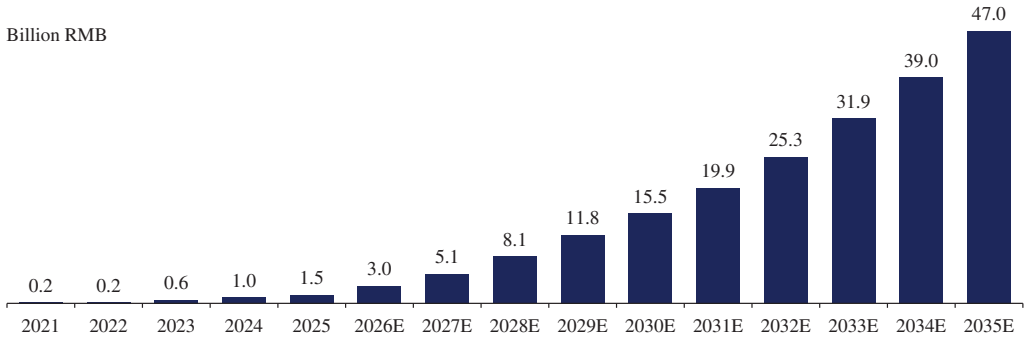
Period	CAGR
2020-2025	41.8%
2025-2030E	20.5%
2030E-2035E	16.7%



Source: Company Annual Reports, Public Information, Frost & Sullivan Analysis

China CAR-T Therapy Market, 2021-2035E

Period	CAGR
2021-2025	78.6%
2025-2030E	58.7%
2030E-2035E	24.8%



Source: Company Annual Reports, Public Information, Frost & Sullivan Analysis

Growth drivers and future trends for the CAR-T cell therapy market

The principal growth drivers and future trends for the CAR-T cell therapy market include the following:

- ***Broadening Therapeutic Applications and Clinical Validation.*** CAR-T therapy is expanding significantly beyond hematologic malignancies into solid tumors and autoimmune diseases. While demonstrating remarkable efficacy in blood cancers, researchers are developing innovative approaches to overcome challenges for treating solid tumors. The therapy also shows promise in autoimmune conditions, where engineered T cells enable targeted immune modulation. This therapeutic expansion substantially broadens the potential patient population and represents a major growth opportunity.

- ***Technology Innovation and Next-Gen Platforms.*** The CAR-T field is evolving through both traditional enhancements and novel platforms. Next-generation CAR designs, including advanced gene editing, continue to improve targeting precision and safety. *In vivo* CAR-T platforms are emerging as a promising approach, using viral and non-viral delivery systems to reprogram T cells directly within patients. These are complemented by multi-target strategies and integrated safety switches, addressing key challenges in relapse prevention and toxicity management while expanding CAR-T's therapeutic potential.

- ***Manufacturing Evolution and Cost Control.*** CAR-T manufacturing is transforming to address cost and scalability challenges. While traditional autologous processes require 2 to 3 weeks with substantial costs, *in vivo* CAR-T approaches offer potential for more standardized, off-the-shelf administration. Process automation through closed-system bioreactors and AI-driven optimization enhances manufacturing consistency and scalability. These advancements are crucial for improving the economic sustainability of CAR-T therapies while maintaining product quality and expanding patient access.

- ***Rising Unmet Clinical Need in Relapsed and Refractory Patients.*** Despite advances in chemotherapy, targeted therapy, and immunotherapy, a substantial proportion of patients with relapsed or refractory malignancies continue to face limited treatment options and poor outcomes. CAR-T therapy has demonstrated differentiated clinical value in these

high-unmet-need populations by delivering deep and durable responses where conventional therapies fail. The growing prevalence of refractory disease across both hematologic and selected solid tumor indications provides a strong demand-side driver for sustained CAR-T market expansion.

- ***Market Access & Commercial Development.*** Since 2017, China's NMPA and CDE have established a regulatory framework for cell therapy products centered on "pharmaceutical management", issuing multiple core guidelines emphasizing the scientific validation of product quality, safety, and efficacy throughout the entire product life cycle, and requiring that manufacturing activities be conducted in compliance with Good Manufacturing Practice (GMP) standards. To accelerate patient access to innovative therapies, China has established regulatory mechanisms such as the Breakthrough Therapy Designation and Priority Review Program. Products that meet the conditions can also be approved for marketing through the Conditional Approval Pathway, based on definite early clinical data to be approved in advance, so as to more quickly meet the clinical needs of serious life-threatening diseases. Furthermore, commercial health insurance (CHI) is increasingly vital in enhancing the affordability of these treatments. The integration of 5 marketed CAR-T products into the Innovative Drug Catalogue for Commercial Health Insurance 《商業健康保險創新藥目錄》 marks a transition toward a more sustainable, multi-tiered reimbursement model, significantly broadening patient access beyond traditional basic medical insurance.

CAR-T CELL THERAPIES FOR GASTRIC CANCER

Overview of Gastric Cancer

Gastric cancer is a malignant disease arising from the gastric mucosa, primarily manifesting as adenocarcinoma derived from the glandular epithelium. The disease disseminates via lymphatic, hematogenous, or transcoelomic pathways, with distant spread most frequently involving the liver, peritoneum, and regional lymph nodes, and less frequently the lungs and bones. The pathogenesis of gastric cancer typically follows a sequential, multi-step progression over several years. Early-stage disease is frequently asymptomatic or presents with non-specific gastrointestinal symptoms, such as epigastric discomfort, nausea, and loss of appetite, which often contributes to diagnostic delays. In contrast, advanced-stage disease is characterized by alarm symptoms, including dysphagia, cachexia, and jaundice, reflecting extensive local invasion or distant metastatic involvement.

Gastric cancer is one of the leading causes of cancer deaths in the world, which has the nature of fast progression and metastasis. The absence of specific symptoms in early-stage disease frequently results in diagnosis at locally advanced or metastatic stages. In terms of incidence in 2025, gastric cancer was among the top five most common cancers globally and in China, reflecting its widespread occurrence and substantial patient base. China represents one of the highest-burden regions for gastric cancer globally, accounting for nearly 40% of newly diagnosed gastric cancer cases worldwide in 2025. Although early-stage gastric cancer could be treated by surgery, the onset of gastric cancer is imperceptible which means that the majority of cases of gastric cancer are diagnosed at a late stage. Late-stage gastric cancer patients usually have poor prognosis with high mortality within one year resulting from stomach dysfunction and other organs being invaded by tumor cells. In China, approximately 79% of gastric cancer patients are diagnosed at a locally advanced or advanced stage. Among patients who experience disease recurrence after surgery, early tumor recurrence, defined as recurrence occurring within 2 years after surgery, accounts for approximately 60-70% of recurrence events, contributing to poor long-term clinical outcomes. As a result, the age-standardized five-year relative survival rate for gastric cancer in China remains low at approximately 5-20%. The broad geographic distribution and large affected population position gastric cancer as a major oncologic indication with significant unmet clinical needs.

Incidence of Gastric Cancer

The annual incidence of gastric cancer worldwide increased from 917.5 thousand in 2020 to 1,036.8 thousand in 2025, representing a CAGR of 2.5%. It is expected to increase to 1,189.7 thousand in 2030, representing a CAGR of 2.8% from 2025 to 2030, and further increase to 1,351.4 thousand in 2035, representing a CAGR of 2.6% from 2030 to 2035.

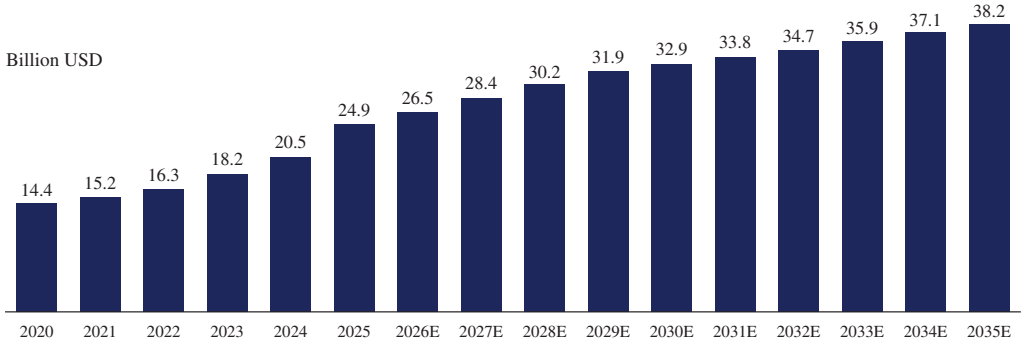
The annual incidence of gastric cancer in China increased from 338.8 thousand in 2020 to 383.1 thousand in 2025, representing a CAGR of 2.5%. It is expected to increase to 442.8 thousand in 2030, representing a CAGR of 2.9% from 2025 to 2030, and further increase to 502.6 thousand in 2035, representing a CAGR of 2.6% from 2030 to 2035.

Market size of gastric cancer drug market

The following graph presents data concerning the historical and forecasted size of the global market for gastric cancer drugs globally:

Historical and Forecasted of Global Gastric Cancer Drug Market Size, 2020-2035E

Period	CAGR
2020-2025	11.6%
2025-2030E	5.7%
2030E-2035E	3.0%

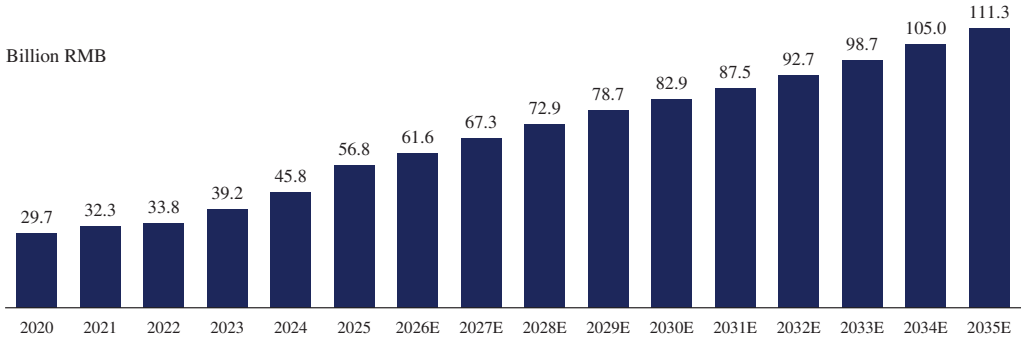


Source: Public Information, Frost & Sullivan Analysis

The following graph presents data concerning the historical and forecasted size of the market for gastric cancer drugs in China:

Historical and Forecasted of China Gastric Cancer Drug Market Size, 2020-2035E

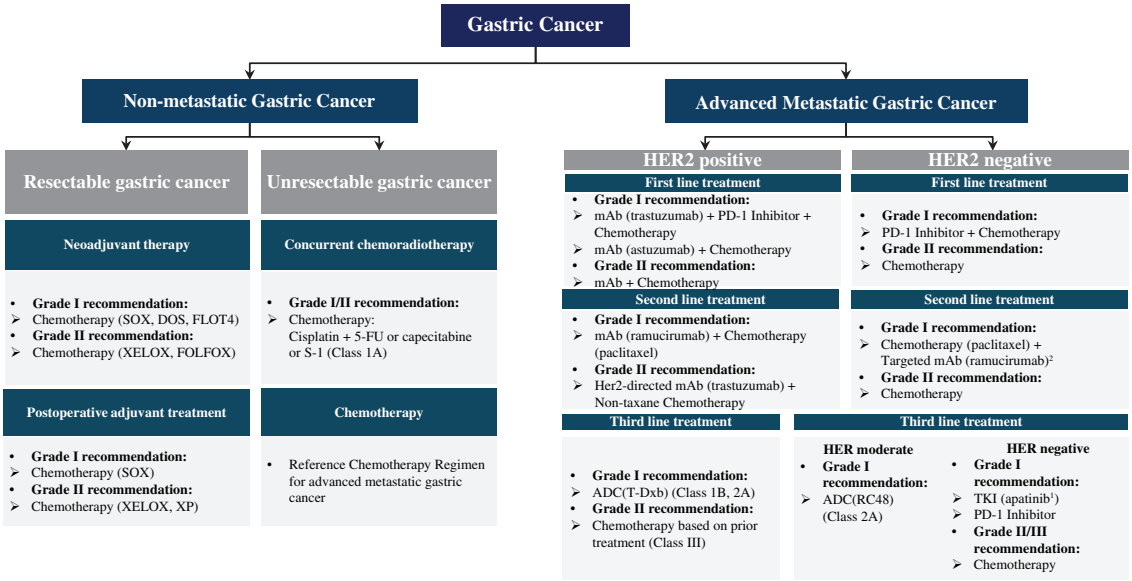
Period	CAGR
2020-2025	13.8%
2025-2030E	7.8%
2030E-2035E	6.1%



Source: Public Information, Frost & Sullivan Analysis

Treatment Paradigm for Gastric Cancer

The following chart illustrates the 2025 CSCO paradigm for gastric cancer treatment:



Source: 2025 CSCO, Frost & Sullivan Analysis

Note: Treatment options beyond first-line therapy for advanced gastric cancer under the current standard of care demonstrate limited clinical efficacy in later-line settings. For example, apatinib[1], one of the few agents approved for third-line treatment of HER2-negative gastric cancer in China, has reported an objective response rate of approximately 3%, with median progression-free survival of around 2-3 months.

In the second-line treatment of advanced gastric cancer, ramucirumab plus paclitaxel represents a commonly used regimen, including in patients with HER2-negative gastric cancer. In the global phase III RAINBOW study, this combination achieved an objective response rate of approximately 28%, with a median progression-free survival of

4.4 months and a median overall survival of 9.6 months. In advanced gastric cancer, median overall survival varies by line of therapy, with approximately 12 to 18 months in the first-line setting, 7 to 11 months in the second-line setting, and less than six months in later lines of treatment.

Unmet Clinical Needs in Current Therapies for Gastric Cancer

The limitations of the current therapies for gastric cancer are:

- ***Lack of Effective Therapeutic Strategies.*** Most patients present with advanced-stage disease at diagnosis, rendering them ineligible for surgery. Conventional treatment modalities, including radiation therapy and cytotoxic chemotherapy, have demonstrated limited efficacy due to inherent challenges such as radio resistance, chemoresistance, and the high proportion of unresectable tumors. These limitations underscore the urgent need for novel therapeutic strategies to improve patient outcomes. Although immunotherapies and targeted medicines have shown great promise, resistance mechanisms, and lack of suitability for various patient populations make it difficult to incorporate them into clinical practice.

- ***Challenges in Patient Stratification and Treatment Personalization.*** Although molecular profiling and biomarker-guided treatment strategies are increasingly incorporated into gastric cancer management, their clinical impact remains limited, as actionable biomarker-defined subgroups represent only a fraction of the overall patient population. In addition, tumor heterogeneity and variability in biomarker expression, together with differences in testing practices, further constrain consistent patient selection for targeted or immunotherapy approaches. As a result, a substantial proportion of patients continue to receive broadly applied chemotherapy-based regimens rather than personalized treatments, underscoring the persistent unmet need for therapeutic strategies capable of benefiting a broader gastric cancer population through more effective and widely applicable targeting approaches.

Comparison of Second- or Later-Line Treatments for Gastric Cancer

The following tables provide information concerning approved second- or later-line treatments and clinical stage product candidates for gastric cancer:

Examples of Marketed Therapies for Gastric Cancer in China and the US:

Type of Treatment	Treatment Option	Approval Date	Indication & Line of Treatment	Clinical Trial		Price	Annual Sales	Treatment Schedule
				Safety	Efficacy			
Small molecule drug: TKI	**Apatinib** Monotherapy	2014.12	• Advanced GC or GEJ • HER negative third line	NCT01512745: (phase III, n=267) (CTR20160019)		Prior to reimbursement: RMB 150 per 250mg; After reimbursement: RMB 105 per 250mg	~1 billion RMB	Recurrent: Once daily 850mg for 28-day cycle
				AE≥3: NM Neutropenia: 5.7%	mPFS: 2.6m ORR: 2.8% mOS:6.5m Disease Control Rate:42.1%			
Chemotherapy	**TAS-102 (Trifluridine/ Tiriracil)** Monotherapy	2019.02	• Advanced GC or GEJ • Third line or later line	TAGS (NCT02500043): (Phase III, n=507)		~$75 per tablet (Trifluridine:15mg/Tipiracil: 6mg)	~700M USD in 2024 (for all indications)	Recurrent: 35 mg/m² twice daily (days 1-5 and days 8-12 of each 28-day cycle)
				AE≥3: 80% Treatment related death: <1%	mOS: 5.7m mPFS:2m DCR: 44.0% ORR:4.0%			

Comparison of Third-line Treatments for Gastric Cancer:

Type	Line of Treatment	Representative Treatment	Strength	Example of Marketed Therapy	Limitation
Chemotherapy	Third-line treatment	• Paclitaxel • Irinotecan,etc	• Systematic reach	• TAS-102 (Trifluridine/ Tipiracil) Monotherapy • Approval date: 2019.02 • Indication: Third line or later line Advanced GC or GEJ • Clinical trial results: (NCT02500043): (Phase III, n=507) ➢ Efficacy: ORR:4.0%; mOS: 5.7m; mPFS:2m ➢ Safety: AE≥3: 80% • Price: ~$75 per tablet • Annual sales: ~750M USD in 2024 • Treatment schedule: Recurrent: 35 mg/m² twice daily	• Requires careful assessment of patients' overall fitness, including performance status, comorbidities, and complications • High toxicity (high rate of Grade ≥3 AEs) • Lacks selectivity and limited efficacy
TKI		• Apatinib	• Oral administration	• Apatinib Monotherapy • Approval date: 2014.12 • Indication: Third line Advanced GC or GEJ • Clinical trial results: NCT01512745: (phase III, n=267) ➢ Efficacy: mPFS : 2.6m; ORR: 2.8%; mOS:6.5m ➢ Safety: AE≥3:NM; Neutropenia: 5.7% • Price: 105 RMB-150 RMB per 250mg • Annual sales: ~1 billion RMB in 2025 • Treatment schedule: Recurrent: Once daily 850mg for 28 -day cycle	• The efficacy is quite limited (ORR 2.8%), with high toxicity rate such as hand-foot syndrome (16%-43%) • Gastric cancer cells can develop resistance to TKIs through gene mutations and reactivation or bypass of signaling pathways, limiting long -term efficacy.
CAR-T		• Satricabtagene Autoleucel (CT041)	• One to three infusions at the recommended dose • Significant efficacy	• CT041 Monotherapy • Approval date: 2026.06 • Indication: Advanced GC or GEJ CLDN18.2 positive third line • Clinical trial results: CT041-ST-01 (ITT n=156, mITT n=136) ➢ Efficacy: mPFS: 3.25m; mOS:7.92m; ORR:30% ➢ Safety: ≥G3 TEAE:99% • Price: 0.99 million per patient	• High treatment cost • Safety concerns: Grade ≥3 TEAEs occurred in 99% of patients, primarily comprising hematologic toxicities
PD-1 inhibitor		• Nivolumab	• Relatively low and manageable incidence of adverse reactions	• Nivolumab Monotherapy • Approval date: 2018.06 • Indication: Third-line or later treatment of advanced GC or GEJ • Clinical trial results: ATTRACTION-2 (NCT02267343): (Phase III, n=493) ➢ Efficacy: mPFS:1.61m; mOS:5.26m; ORR:11.2% ➢ Safety: G3 TRAE: 10.3% • Price: 40 mg/4 mL 4500 RMB/vial • Treatment schedule: 3 mg/kg or 240 mg every two weeks	• Limited eligible patient population (restricted to patients who have not received a PD-1 inhibitor in either prior first- or second-line treatment)

Source: NMPA, Literature review, Frost & Sullivan Analysis

Clinical Data of Clinical Stage Candidates:

Type of Treatment	Treatment Option	Line of treatment	Indication	Clinical Trial		Treatment Schedule
				Safety	Efficacy	
CLDN18.2/4-1BB **bispecific antibody (BsAb)**	Givastomig	Second or later line	• CLDN18.2-positive advanced GC/GEJ	NCT04900818: (phase I, n=55)		Dose-escalation: 0.1, 0.3, 1, 3, 5, 8, 12, 15 mg/kg Q2W (every 2 weeks) Dose expansion: 5, 8, 12, 15 mg/kg
				AE≥3: 18.2%	ORR: 15.0% DCR: 40.0%	
CLDN18.2-targeted **antibody-drug conjugate (ADC)**	CMG901	Second or later line	• CLDN18.2-positive advanced GC/GEJ	KYM901: (phase I, n=134)		Dose-escalation: 0.3-3.4 mg/kg Q3W Dose-expansion: 2.2-3.0 mg/kg Q3W Recommended phase 2 dose: 2.2 mg/kg
				AE≥3: 68% MTD not reached, 1 treatment-related death	ORR: 29%	

• Early-stage clinical development of CMG901, including the Phase I study, was conducted by Keymed and its joint venture KYM Biosciences. Following the global licensing agreement in 2023, AstraZeneca assumed responsibility for further clinical development. Phase III studies are currently ongoing, with no mature clinical data disclosed to date.

Source: Clinical Trial, Literature Review, Frost & Sullivan Analysis

Tumor-associated antigens for treatment of gastric cancer

Claudin-18.2 (CLDN18.2)

Targeted and immunotherapy approaches have progressively reshaped the treatment landscape of gastric cancer, with HER2 and immune checkpoint pathways representing the most established therapeutic targets in current clinical practice. HER2 overexpression, observed in a subset of gastric cancer patients, has enabled the development of HER2-directed monoclonal antibodies and antibody-drug conjugates that are now incorporated into treatment regimens for selected patients. However, HER2 overexpression is detected in fewer than 20% of gastric cancer cases, limiting the applicability of HER2-targeted therapies to a relatively small patient population. In parallel, immune checkpoint inhibition targeting the PD-1/PD-L1 axis has expanded treatment options, particularly in advanced disease settings, often in combination with chemotherapy to enhance response rates. However, objective response rates to PD-1/PD-L1 inhibitors in gastric cancer remain low, limiting the proportion of patients who achieve durable clinical benefit.

Moreover, the proportion of patients eligible for these biomarker-guided therapies remains limited, and treatment outcomes remain heterogeneous due to variability in biomarker expression and tumor biology. Accordingly, increasing attention has turned toward additional tumor-associated antigens with broader expression profiles in gastric cancer, supporting the emergence of CLDN18.2 as a promising therapeutic target across multiple treatment modalities.

Mechanism and Biological Characteristics

CLDN18 is a member of the Claudin family and a component of tight junctions that regulate paracellular barrier function. The CLDN18 gene, located on chromosome 3q22.3, encodes the CLDN18 protein — a non-classical Claudin. Alternative splicing of the gene's first exon generates two distinct splice variants, which encode the tight junction proteins CLDN18.1 and CLDN18.2. These isoforms share high amino acid sequence similarity, differing only in 8 residues within the 51-amino-acid segment of the first extracellular loop. CLDN18.2 is observed in a large fraction of gastric cancers, with approximately 70-80% of patients exhibiting CLDN18.2 expression in tumor tissue.

In non-neoplastic tissues, CLDN18.1 is primarily expressed in normal alveolar epithelium, while CLDN18.2 is specifically expressed in gastric mucosal cells, where it helps maintain gastric barrier integrity. During malignant transformation, tight junction integrity is disrupted, leading to exposure of the CLDN18.2 epitope. Concurrently, CLDN18.2 becomes aberrantly activated and is stably and selectively overexpressed in certain tumor tissues, promoting tumor invasion and metastasis.

Clinical Application

CLDN18.2 has emerged as a major milestone in targeted therapy for gastric cancer. Recent studies show high CLDN18.2 expression in gastric cancer, and targeted therapy can significantly improve survival, offering another potential option for HER2-negative patients. In normal gastric mucosa, CLDN18.2 is specifically localized to tight junctions and plays a critical role in maintaining epithelial barrier integrity. During malignant transformation, disruption of tight junctions leads to aberrant surface exposure of the CLDN18.2 epitope, rendering it an attractive and highly specific therapeutic target.

Currently, a broad range of CLDN18.2-targeted therapeutic modalities have been developed globally, including monoclonal antibodies, bispecific antibodies and T-cell engagers (TCEs), antibody-drug conjugates (ADCs), and CAR-T cell therapies. Among these approaches, monoclonal antibodies represent the most clinically advanced modality to date. Zolbetuximab has demonstrated clinically meaningful benefit in CLDN18.2-positive advanced gastric cancer and has been approved in multiple regions, including the United States and China, in combination with chemotherapy for first-line treatment.

Beyond monoclonal antibodies, other CLDN18.2-targeted modalities are under active clinical investigation. Bispecific antibodies and TCEs are largely in mid-stage clinical development, while multiple CLDN18.2-directed ADCs, have progressed into registrational or late-stage studies as monotherapy for second- or later-line treatment of advanced gastric cancer. However, to date, no CLDN18.2-targeted ADC has received regulatory approval globally.

The high tumor specificity of CLDN18.2 also provides a strong biological rationale for CAR-T cell therapy. By enabling precise T-cell recognition of tumor cells, CLDN18.2-directed CAR-T therapies have demonstrated promising antitumor activity in early clinical studies and represent a potentially transformative treatment strategy for CLDN18.2-positive tumors, particularly gastric cancer, where durable responses remain an unmet clinical need.

Advantages of CLDN18.2 for Gastric Cancer

- ***Enrichment in Immunologically Hot Tumors: Translational Relevance in Immune-Active Settings.*** CLDN18.2 differentiates itself by exhibiting enriched expression in tumors with immunologically hot and immune-active phenotypes. Accumulating clinical and translational evidence indicates that CLDN18.2 expression is frequently observed and retained in immunologically hot tumors. This pattern suggests that CLDN18.2 expression is compatible with immune-active tumor microenvironments and that stable antigen presentation can coexist with immune infiltration.

- ***High Specificity of CLDN18.2 Expression.*** CLDN18.2 is physiologically expressed in differentiated gastric mucosal epithelial cells. Outside of gastric tissue, CLDN18.2 shows little to no expression in most normal tissues and is notably absent from the gastric stem cell compartment. During malignant transformation, CLDN18.2 expression is retained in primary gastric cancer as well as metastatic lesions, and is also observed in tumor cells of selected gastrointestinal malignancies such as pancreatic cancer. This restricted expression pattern in normal tissues, together with tumor-associated expression in gastric and pancreatic cancers, underpins the high target specificity of CLDN18.2 and supports its clinical advantage as a selectively targetable antigen.

- ***High Prevalence of CLDN18.2 Expression.*** In gastric cancer and pancreatic cancer, CLDN18.2 is frequently expressed on tumor cells. In gastric cancer, approximately 70-80% of patients exhibit CLDN18.2 expression, indicating that the majority of gastric cancer cases are CLDN18.2-positive. In pancreatic cancer, CLDN18.2 expression has also been reported in a substantial proportion of patients, with around 60% showing moderate to strong expression. In comparison, an established target such as HER2 is expressed in a smaller subset of gastric cancer patients, which constrains eligibility for the corresponding targeted therapy. The tumor-enriched expression of CLDN18.2, together with its high prevalence in gastric cancer and pancreatic cancer, supports its clinical relevance as a therapeutic target across these indications.

EpCAM

Mechanism and Biological Characteristics

EpCAM (epithelial cell adhesion molecule), also known as CD326, is a type I transmembrane glycoprotein expressed on epithelial cells and originally described as a cell adhesion — related molecule. Structurally, EpCAM consists of an extracellular domain (EpEX), a single transmembrane region, and a short intracellular domain (EpICD), enabling it to function not only as a surface adhesion molecule but also as a signaling component.

In normal epithelial tissues, EpCAM expression is tightly regulated, contributing to epithelial organization and barrier integrity. During malignant transformation, EpCAM expression is aberrantly upregulated, and its intracellular fragment (EpICD) translocates to the nucleus, where it participates in transcriptional regulation. This dysregulation promotes tumor cell proliferation, stemness, invasion, and metastasis. Recent studies have shown that EpCAM is expressed at detectable levels in over 90% of gastric cancer cases. As a result, EpCAM is stably overexpressed in a wide range of epithelial cancers, establishing its role as a tumor-associated antigen.

Circulating tumor cells (CTCs), which are released from primary tumors into the bloodstream, play a critical role in cancer dissemination and are widely recognized as indicators of metastatic progression and disease recurrence across multiple solid tumor types. The molecular characteristics of CTCs often differ from those of primary tumors, including variability or reduction in certain therapeutic target expressions, which presents challenges for sustained treatment efficacy. Among epithelial-derived malignancies, EpCAM has been extensively utilized as a biomarker for the detection and characterization of CTCs, owing to its broad expression in epithelial tumor cells and its association with metastatic disease burden. The frequent detection of EpCAM-positive tumor cells in circulation and metastatic sites highlights its clinical relevance as both a biomarker of tumor dissemination and a potential therapeutic target in solid tumors.

Clinical Application

EpCAM is frequently upregulated in gastric cancer compared to normal gastric mucosa, where baseline expression is typically low or absent, indicating widespread overexpression in tumor tissues relative to non-cancerous gastric mucosa. EpCAM has been explored as an oncology target for several decades, and multiple therapeutic formats have been developed globally, including monoclonal antibodies, bispecific antibodies, and cellular therapies. Among these approaches, EpCAM-CD3 bispecific antibodies represent the most clinically advanced modality to date. Catumaxomab, a trifunctional EpCAM-CD3 antibody, received regulatory approval in Europe in 2009 for the treatment of malignant ascites in patients with EpCAM-positive tumors, where it demonstrated clinical benefit in prolonging the interval between ascites drainage procedures. Although catumaxomab was later withdrawn from the market for commercial reasons, it provided early clinical proof-of-concept for EpCAM-directed T-cell redirection.

While EpCAM-targeted antibodies and T-cell engagers (TCEs) have demonstrated preliminary biological activity and clinical efficacy, their therapeutic utility has remained limited. To date, regulatory approval has been restricted to the intraperitoneal treatment of malignant ascites, with no evidence of durable clinical benefit in the systemic treatment of solid tumors. In addition, transient responses, systemic toxicities, and sub-optimal delivery mechanisms further constrain their broader clinical applicability. Consequently, these limitations support the development of EpCAM-directed CAR-T cell therapies as a potentially more potent modality capable of achieving deeper and more sustained anti-tumor responses in gastric cancer.

EpCAM has the following advantages as a tumor-associated antigen for treatment of gastric cancer:

- ***EpCAM as a CTC Biomarker in Epithelial-Derived Malignancies.*** Early systemic dissemination in epithelial-derived malignancies is closely associated with the presence of circulating tumor cells (CTCs), which are widely implicated in metastatic progression and disease recurrence. EpCAM is extensively utilized as a biomarker for CTC identification due to its frequent and stable expression on circulating tumor cells across epithelial cancers. Clinical evidence from gastrointestinal malignancies, such as gastric cancer, demonstrates that the detection of EpCAM-positive CTCs correlates with tumor burden, advanced disease stage, and unfavorable clinical outcomes. These observations support the clinical relevance of EpCAM in tumor dissemination and underscore its value as a disease-associated target in epithelial-derived solid tumors.

- ***Relevance of EpCAM Targeting in Metastatic Tumor Lesions.*** EpCAM is retained in tumor cells disseminating within serosal and cavity-associated microenvironments. Tumor cells involved in locoregional spread and surface dissemination commonly preserve epithelial phenotypes, as a result, EpCAM is highly expressed in the metastatic tumor lesions. The consistent presence of EpCAM supports its translational relevance as a therapeutic target in advanced disease settings characterized by tumor spread beyond the primary site, independent of specific tumor origin or treatment modality.

- ***High Prevalence of EpCAM Expression Supports Broad Applicability.*** EpCAM is widely expressed across epithelial-derived malignancies and is consistently reported at significantly higher levels in malignant tissues compared with adjacent non-neoplastic counterparts. EpCAM is expressed in >80% of epithelial tumors (e.g., gastric, colorectal, ovarian and breast cancers, among others). For example, EpCAM is expressed at detectable levels in over 90% of gastric cancer patients, over 97% of colorectal cancer (CRC) patients, approximately 73% of ovarian cancer patients, and 62% of triple-negative breast cancer (TNBC) patients. This relatively high and widespread expression profile underpins EpCAM as a broadly applicable therapeutic target across solid tumors.

Global Competitive landscape for CLDN18.2 and EpCAM-Targeted CAR-T Therapies in Gastric Cancer and Others

CLDN18.2

As of the Latest Practicable Date, aside from one CLDN18.2-targeted CAR-T therapy for gastric cancer that has recently been approved for marketing in China, no CLDN18.2-directed CAR-T therapy has been successfully commercialized or approved for market entry worldwide. The following tables provide information concerning the global competitive landscape for CLDN18.2-targeted CAR-T therapies in gastric cancer and others:

Global Clinical-Stage CLDN18.2-Targeted CAR-T Therapies for Gastric Cancer and Others

Global Marketed CLDN18.2-Targeted CAR-T Therapy

Registration Number	Manufacturer	Brand Name	Target	First Approval Date	Marketed Region	Approved Indication
国药准字S20260044	CARsgen	Satricabtagene Autoleucel (CT041)	CLDN-18.2	2026-06-17	China	≥3L advanced G/GEJ adenocarcinoma

Source: NMPA, Frost & Sullivan Analysis

Global Clinical-Staged CLDN18.2-Targeted CAR-T Therapies

Trial/IND Number	Manufacturer	Phase	Generic Name/Code	Target	First Posted Date	Region	Indication
CTR20252202	Immunofoco	III	IMC002	CLDN-18.2	2025-06-18	China (Phase III) US (IND approval from FDA)	GC/GEJ, PC, and other digestive system malignancies
CTR20201940	CARsgen	Ib/II	CT041		2020-10-09	China, US, Canada	PC and other digestive system malignancies
NCT05539430	Legend Biotech	I	LB1908		2022-09-14	US	GC/GEJ and PC
CXSL2400524	Huadao	IND (NMPA)	HD004		2024-08-08	China	Advanced Solid Tumors with Malignant Ascites
CXSL2400479	OriCell Therapeutics	IND (NMPA)	OriC613	MSLN, CLDN-18.2	2024-07-25	China	Advanced Solid Tumors

Source: Clinical Trial, CDE, NMPA, Frost & Sullivan Analysis

EpCAM

The global development of EpCAM-targeted CAR-T therapies remains at an early stage. Although a limited number of EpCAM-directed CAR-T programs have entered early-stage clinical evaluation, no EpCAM-targeted CAR-T therapy has been commercialized to date.

Globally, Immunofoco is currently the only company with a publicly disclosed EpCAM-targeted CAR-T program that has obtained regulatory clearance for clinical development in epithelial-derived solid tumors. Its lead candidate, IMC001, received Investigational New Drug (IND) approvals from both the FDA and China's NMPA in February 2024, covering gastric cancer (GC), gastroesophageal junction adenocarcinoma (GEJ adenocarcinoma), and pancreatic cancer (PC).

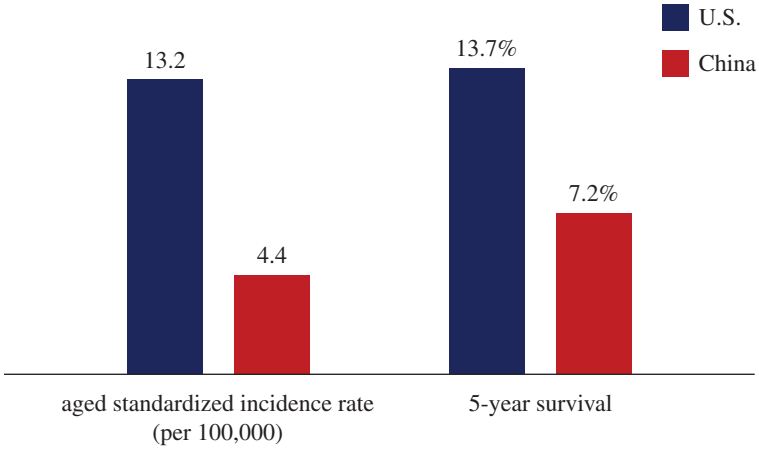
Building on the dual IND approvals, IMC001 further obtained NMPA authorization in March 2025 to initiate a Phase I/IIa basket clinical trial targeting EpCAM-positive, epithelial-derived solid tumors. This study represents the first and, to date, the only EpCAM-targeted CAR-T program globally to receive regulatory approval for clinical evaluation under a basket trial design in this indication, positioning IMC001 at the forefront of EpCAM-directed CAR-T development in gastric cancer.

CAR-T CELL THERAPIES FOR PANCREATIC CANCER

Overview of Pancreatic Cancer

Pancreatic cancer is caused by the abnormal and uncontrolled growth of cells in the pancreas, a large gland that forms part of the digestive system. Pancreatic cancer can be divided into exocrine tumors and endocrine tumors. Most of the pancreas is made of exocrine cells, and most tumors affecting these cells are called adenocarcinomas. Endocrine tumors are less common and are most often benign. Though rare, cancer stemming from a pancreatic endocrine tumor affects the hormone-producing cells. Pancreatic cancer is associated with extremely poor long-term outcomes in both China and the United States. Five-year survival rates remain low, at approximately 13.7% in the U.S. and 7.2% in China, reflecting the aggressive nature of the disease and the limited curative potential of current treatment options. The following chart provides information concerning the age-standardized incidence rate and the five-year survival rate for pancreatic cancer in China and the United States.

ASIR and 5-Year Survival of Pancreatic Cancer in China and U.S.



Source: Literature Review, The Surveillance, Epidemiology, and End Results (SEER) Program, Frost & Sullivan Analysis

Incidence of Pancreatic Cancer

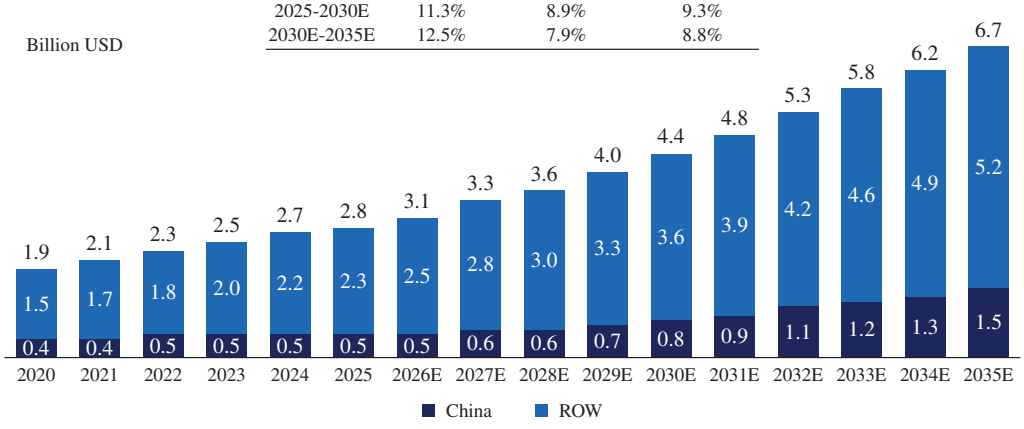
The annual incidence of pancreatic cancer worldwide increased from 495.8 thousand in 2020 to 549.0 thousand in 2025, representing a CAGR of 2.1%. It is expected to increase to 634.3 thousand in 2030, representing a CAGR of 2.9% from 2025 to 2030, and it is expected to further increase to 726.7 thousand in 2035, representing a CAGR of 2.8% from 2030 to 2035. The annual incidence of pancreatic cancer in China increased from 111.8 thousand in 2020 to 127.7 thousand in 2025, representing a CAGR of 2.7%. It is expected to increase to 148.9 thousand in 2030, representing a CAGR of 3.1% from 2025 to 2030, and it is expected to further increase to 170.2 thousand in 2035, representing a CAGR of 2.7% from 2030 to 2035.

Market size of pancreatic cancer drug market

The following graph presents data concerning the historical and forecasted size of the market for pancreatic cancer drugs globally and in China:

Global and China Pancreatic Cancer Drug Market Size, 2020-2035E

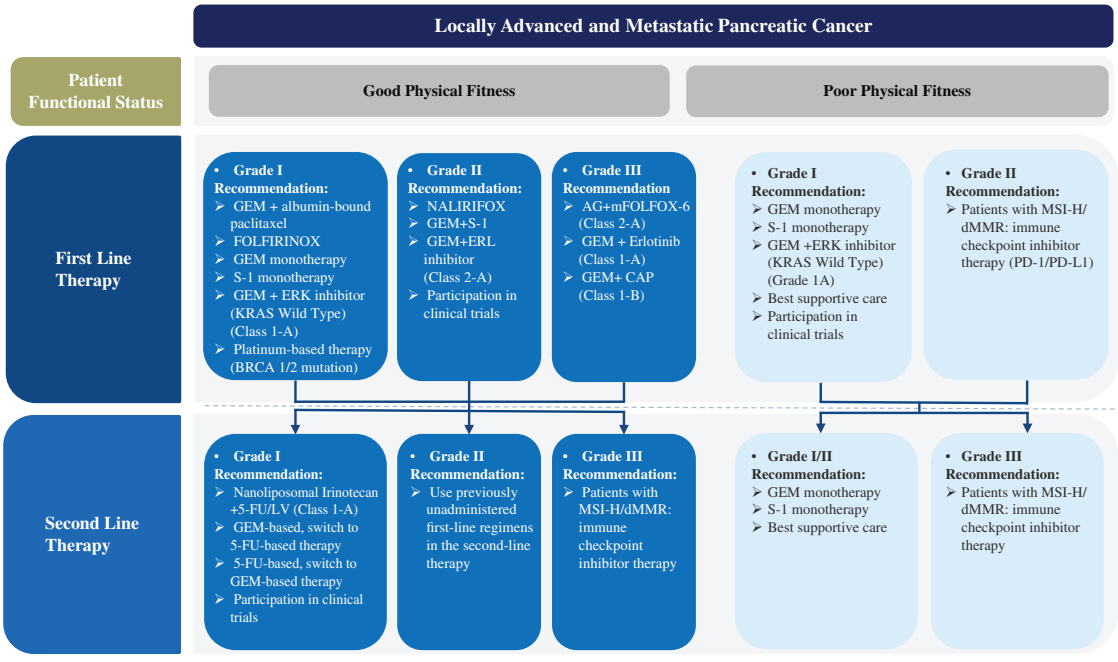
Period	CAGR		
	China	ROW	Global
2020-2025	4.6%	8.5%	7.8%
2025-2030E	11.3%	8.9%	9.3%
2030E-2035E	12.5%	7.9%	8.8%



Source: Public Information, Frost & Sullivan Analysis

Treatment Paradigm for Pancreatic Cancer

The following chart illustrates the 2024 CSCO paradigm for pancreatic cancer treatment:



Source: 2024 CSCO, Frost & Sullivan Analysis

For patients with unresectable locally advanced or metastatic pancreatic cancer, current treatment strategies rely predominantly on systemic chemotherapy, with overall limited response rates, substantial therapeutic challenges, and poor prognosis. In China, commonly used cytotoxic agents include gemcitabine, albumin-bound paclitaxel, 5-fluorouracil with leucovorin (5-FU/LV), platinum compounds, irinotecan, S-1, and capecitabine. Several targeted therapies besides erlotinib have been assessed in combination with gemcitabine, but none has been shown to significantly impact outcomes.

For first-line treatment, patients with good physical fitness are typically treated with combination regimens such as gemcitabine plus albumin-bound paclitaxel (AG) or FOLFIRINOX, as well as gemcitabine or S-1 monotherapy in selected cases. Patients with poor physical fitness generally receive gemcitabine (GEM) or S-1 monotherapy, with gemcitabine plus nimotuzumab considered in KRAS wild-type disease. Across first-line regimens, reported outcomes include an objective response rate (ORR) of approximately 23%-43%, a median progression-free survival (mPFS) of 5.5-7.4 months, and a median overall survival (mOS) of 8.5-11.1 months.

Upon disease progression, second-line treatment options for patients with good physical fitness include liposomal irinotecan plus 5-FU/LV (NAPOLI-1 study), as well as gemcitabine- or 5-FU-based chemotherapy. For patients with poor physical fitness, GEM or fluoropyrimidine monotherapy is commonly used. Overall efficacy in the second-line setting remains modest, with ORR ranging from 12.8% to 16%, mPFS of 2.9-4.2 months, and mOS of 3.3-7.4 months.

Overall, the current treatment paradigm for pancreatic cancer is dominated by chemotherapy, with limited effective targeted therapy options and persistently suboptimal long-term outcomes, underscoring a substantial unmet clinical need. In this case, AG-based chemotherapy followed by CAR-T cell therapy represents a potential therapeutic strategy. Chemotherapy may reduce tumor burden, disrupt the dense stromal barrier, and remodel the immunosuppressive tumor microenvironment, consequently facilitating CAR-T cell infiltration and activation. Sequential cellular therapy may further eradicate residual disease and promote durable immune responses, offering the potential for deeper and more sustained tumor control beyond what is achievable with chemotherapy alone.

Comparison of First- and Second-Line Treatments for Pancreatic Cancer

The following tables provide information concerning approved first- and second-line treatments and clinical stage product candidates for pancreatic cancer:

Examples of Marketed Therapies for Pancreatic Cancer in China and the US:

Type of Treatment	Treatment Option	Approval Date	Indication & Line of Treatment	Clinical Trial		Price	Annual Sales	Treatment Schedule
				Safety	Efficacy			
Combination Chemotherapy	**FOLFIRINOX** vs Gemcitabine (G group)	Around 2010s	• Locally advanced or Metastatic pancreatic cancer • First-line	NCT00112658: (Phase II/III, n=342)		After reimbursement: Oxaliplatin: ~RMB50/50mg; Irinotecan: ~RMB30/40mg; 5-FU: ~RMB 5/ 250mg; LV: ~RMB 10/ 100mg	/	Recurrent: A two-week cycle
				AE related death: 0.6% AE≥3: NM Grade 3 Neutropenia: 45.7%	mOS: 11.1 months mDOR: 5.9m mPFS: 6.4m ORR: 31.6%			
Combination Chemotherapy	**NALIRI + 5-FU/LV** vs 5-FU/LV	2024.02	• Locally advanced or Metastatic pancreatic cancer • Second-line • Prior gemcitabine-based therapy	NCT01494506: (Phase III, n=417)		After reimbursement: RMB985 per 10ml	/	Recurrent: a biweekly schedule (every 2 weeks), within a 6-week treatment cycle
				AE≥3: NM Neutropenia: 27.0%	mOS: 6.1m mPFS: 3.7m			

Source: Clinical Trial, FDA, Frost & Sullivan Analysis

Comparison of First- and Second-line Treatments for Pancreatic Cancer:

Type	Line of Treatment	Representative Treatment	Strength	Example	Limitation
Chemotherapy (Monotherapy & Combination therapy)	First-line treatment Second-line treatment	FOLFIRINOX/ GEM+ Nab -P/S-1 etc.	• Highly effective for patients in good physical fitness • Combination chemotherapy demonstrates improved efficacy compared with chemotherapy monotherapy.	• **Approval Date:** Around 2010s • **NALIRI + 5-FU/LV** • **Indication:** Locally advanced or Metastatic pancreatic cancer • **Efficacy:** mOS: 6.1m; mPFS:3.7m • **Clinical trial:** NCT01494506: (Phase III, n=417) • **Price:** After reimbursement: RMB985 per 10ml • **Safety:** AE≥3:NM • **Treatment schedule:** a biweekly schedule, within a 6-week treatment cycle	• High toxicity • Serious side effects: e.g. hair loss • Efficacy remains limited
Targeted Therapy (Combination therapy with Chemotherapy)	First-line treatment	• Nimotuzumab (mAb) • Erlotinib (TKI)	• Promising strength in specific patient subgroups • Good response rates in patients with high tumor mutational burden	• **Approval Date:** 2008/01 • **Nimotuzumab + Gemcitabine** (NG group) • **Indication:** K–Ras wild-type locally metastatic pancreatic cancer • **Efficacy:** mOS:10.9m; mPFS:4.2m; ORR:7% • **Clinical trial:** NCT00795340 (Phase III, n=82) • **Price:** After reimbursement: ~RMB1200/50mg • **Safety:** AE≥3: 56.8% • **Treatment schedule:** Nimotuzumab 400mg weekly + Gemcitabine 28-day cycle	• Efficacy only present in a small percentage of patients • Efficacy remains limited
Immunotherapy (Immune checkpoint inhibitor)	First-line treatment	• PD-1/PD-L1 inhibitors	• Durable efficacy: long-lasting response • Specific Subgroup Benefit. A salvage option for refractory MSI-H markers	• **Approval Date:** 2018/07 • **Pembrolizumab** • **Indication:** Mismatch repair-deficient (dMMR) advanced solid tumors across 12 different cancer types • **Efficacy:** ORR:34.3%-53%; mOS:23.5m; mPFS:4.1m • **Clinical trial:** NCT01876511 (Phase II, n=86) • **Price:** After reimbursement: RMB18,000 per unit price • **Safety:** AE≥3:14.6% • **Treatment schedule:** Once every three weeks	• Response rates are limited and vary across patient subgroups • PC patients may be resistant to immunotherapy

Source: FDA, Clinical Trial, Literature Review, Frost & Sullivan Analysis

Clinical Data of Clinical-stage Candidates:

Type of Treatment	Treatment Option	Line of Treatment	Indication	Clinical Trial		Treatment Schedule
				Safety	Efficacy	
• CD3/CLDN-18.2 **bispecific antibody (BsAb)** • Chemotherapy	**QLS31905** + Chemotherapy[1]	• PC: First-line	• Previously untreated CLDN18.2-positive metastatic PC	CTR20252978: (Phase III, n=602)		Q3W (every 3 weeks) IV Administration on Day 1/Days 1 and 8
				AE≥3: Decreased lymphocyte count (21.5%)	ORR: 18.2% mOS: 4.2m mPFS: 9.5m	
• CLDN-18.2-targeted **antibody-drug conjugate (ADC)** • Chemotherapy	1. **AZD0901**+ Chemotherapy monotherapy[2] 2. AZD0901 in combination with different chemotherapy agents[4]	• PC: First-line		NCT06219941: (Phase II, n=224)		Intravenous Infusion
				Not disclosed		
• CD3/CLDN-18.2 **bispecific antibody (BsAb)** • Immunotherapy	**IBI389+** Immunotherapy[3]	• PC: Second-line	• Advanced solid tumors refractory to standard treatments (Including PC)	NCT05164458: (Early Phase I, n=121; PC=73)		Dose-escalation: 0.001 to 10 mg/kg Q3W (every 3 weeks) IV
				AE≥3: 35.5% CRS related AE: 59.5%	Not disclosed for PC	
• CLDN-18.2-targeted **antibody-drug conjugate (ADC)**	**IBI343**	• PC: Second-line	• Advanced pancreatic cancer refractory to standard treatment	NCT05458219: (Phase I/Ib, n=83)		Dose-escalation followed by dose-expansion 6-8 mg/kg, Q3W (every 3 weeks) IV
				AE≥3: 50.6% No TEAEs lead to death	CLDN18.2+pts: ORR: 22.7% mOS: 12.1m mPFS: 5.4m	
• Autologous CLDN18.2-targeted **CAR-T cell therapy**	**Satri-cel (CT041)**	• PC: Second-line	• CLDN18.2-Positive Relapsed/Refractory (R/R) pancreatic cancer or GC	NCT04404595: (Phase Ib/II, n=19)		Single infusion
				CRS≥3: 10.5% ICANS (Grade 1): 10.5%	PC group: ORR: 16.7% mDOR: 3.4m CBR[4]: 33.3%	

Note: 1. Gemcitabine Hydrochloride + Paclitaxel, 2. gemcitabine 3. Sintilimab

Source: Clinical Trial, Literature Review, Frost & Sullivan Analysis

Tumor-associated antigens for treatment of pancreatic cancer

Claudin-18.2

Claudin 18.2 (CLDN18.2) has emerged as a highly promising new therapeutic target in pancreatic ductal adenocarcinoma (PDAC). Studies show that CLDN18.2 is expressed in 50%-70% of pancreatic cancer patients, providing a strong rationale for its broad application in targeted therapy. For further information about the mechanism and biological characteristics of CLDN18.2, see "— CAR-T Cell Therapies for Gastric Cancer — Tumor-associated antigens for treatment of gastric cancer — CLDN18.2" above. The advantages of CLDN18.2 as a tumor-associated antigen for the treatment of pancreatic cancer are also discussed in the above section.

EpCAM

Epithelial cell adhesion molecule (EpCAM) is a transmembrane glycoprotein expressed in pancreatic ductal adenocarcinoma and other epithelial malignancies. Studies have shown that EpCAM is upregulated in pancreatic cancer tissues compared with non-malignant pancreatic tissue, supporting its classification as a tumor-associated antigen. As a cell-surface protein with relatively broad expression in tumor cells, EpCAM provides a biologically plausible target for antigen-directed therapeutic strategies, including immunotherapy, in pancreatic cancer. For further information about the mechanism and biological characteristics of EpCAM, see "— CAR-T Cell Therapies for Gastric Cancer — Tumor-associated antigens for treatment of gastric cancer — EpCAM" above. The advantages of EpCAM as a tumor-associated antigen for the treatment of pancreatic cancer are also discussed in the above section.

Global Competitive landscape for CLDN18.2 and EpCAM Targeted CAR-T Therapies in Pancreatic Cancer

As of the Latest Practicable Date, no CLDN18.2-targeted CAR-T therapy in pancreatic cancer has been successfully commercialized or approved for market entry worldwide. The following table provides information concerning the global competitive landscape for CLDN18.2-targeted CAR-T therapies in pancreatic cancer:

Global Clinical-Stage CLDN18.2-Targeted CAR-T Therapies for Pancreatic Cancer

Trial Number	Manufacturer	Phase	Generic Name/Code	Target	First Posted Date	Region	Indication
NCT04404595	CARsgen	I/II	CT041	CLDN-18.2	2020-05-26	US, Canada, China	PC
NCT05539430	Legend Biotech	I	LB1908	CLDN-18.2	2022-09-14	US	
NCT05946226 CTR20231880	Immunofoco	I/IIa	IMC002	CLDN-18.2	2023-06-27	US, China	

Source: Clinical Trial, CDE, Frost & Sullivan Analysis

The global development of EpCAM-targeted CAR-T therapies for pancreatic cancer remains at an early stage. Although a limited number of EpCAM-directed CAR-T programs have entered early-stage clinical evaluation, no EpCAM-targeted CAR-T therapy has been commercialized for pancreatic cancer to date. In mainland China, Immunofoco is currently the only company with a publicly disclosed EpCAM-targeted CAR-T program that has obtained regulatory clearance for clinical development in epithelial-derived solid tumors. Its lead candidate, IMC001, received Investigational New Drug (IND) approvals from both the FDA and China's NMPA in February 2024, covering gastric cancer (GC), gastroesophageal junction adenocarcinoma (GEJ adenocarcinoma), and pancreatic cancer (PC). The following table provides additional information in this respect:

Global Clinical-Staged EpCAM-Targeted CAR-T Therapy

Trial Number	Manufacturer	Phase	Generic Name/Code	Target	First Posted Date	Region	Indication
CTR20260059	Immunofoco	I/IIa	IMC001	EpCAM	2026-01-12	China US (IND approval from FDA)*	Epithelial Solid Tumors (Including GC/GEJ, TNBC, BTC, OC, CC, PC, and GEP-NETs)

* the indication approved by US was EpCAM-Positive Advanced Digestive System Tumors

Note:

1. GC/GEJ: Gastric Cancer/Gastroesophageal Junction Cancer, TNBC: Triple-negative Breast Cancer; BTC: Biliary Tract Cancer; OC: Ovarian Cancer; CC: Colorectal Cancer; PC: Pancreatic Cancer; GEP-NETs: Gastroenteropancreatic Neuroendocrine Tumors

Source: Clinical Trial, CDE, Frost & Sullivan Analysis

CAR-T CELL THERAPIES FOR OTHER EPITHELIAL-DERIVED TUMORS

EpCAM exhibits aberrant expression across multiple epithelial malignancies, reinforcing its relevance beyond pancreatic cancer. In particular, EpCAM dysregulation has been reported in multiple epithelial malignancies, including gastric and gastroesophageal junction (GEJ) adenocarcinoma, colorectal cancer, triple-negative breast cancer (TNBC), and ovarian cancer (OC). In these tumor types, EpCAM overexpression is commonly associated with aggressive disease characteristics and unfavorable clinical outcomes. Many of these indications, especially advanced gastric or GEJ adenocarcinoma and TNBC, continue to face limited effective treatment options and poor long-term prognosis under existing standard-of-care therapies, indicating significant unmet clinical needs. These observations support the relevance of EpCAM as a therapeutic target across a broad range of epithelial tumors and provide a rationale for the development of EpCAM-targeted therapies beyond pancreatic cancer.

The global estimated number of colorectal cancer cases was approximately 2,064.4 thousand in 2025, and is projected to increase to 2,361.2 thousand by 2030, reaching 2,674.4 thousand by 2035, reflecting a steadily expanding disease burden worldwide. In addition, the global estimated number of new breast cancer cases was approximately 2,454.9 thousand in 2025, is expected to rise to 2,698.0 thousand by 2030, and is further projected to reach 2,935.7 thousand by 2035, underscoring the growing clinical impact of this epithelial malignancy. TNBC accounts for 15–20% of incident breast cancers. Moreover, the global estimated number of new ovarian cancer cases was approximately [347.0] thousand in 2025, is expected to rise to 381.6 thousand by 2030, and is further projected to reach 415.6 thousand by 2035, underscoring the growing clinical impact of this epithelial malignancy.

CAR-T CELL THERAPIES FOR AUTOIMMUNE DISEASES

An autoimmune disease is a condition in which the body's immune system mistakenly attacks body, which can be associated with either abnormally low activity or over-activity of the immune system. There are roughly 100 different types of autoimmune disorders, which can affect almost any part of the body, including the heart, brain, nerves, muscles, skin, eyes, joints, lungs, kidneys, glands, the digestive tract, and blood vessels. Traditional treatments for autoimmune diseases are mainly based on hormones and immunosuppression. With the advancement of technology, new therapies like bispecific antibody, antibody fusion protein and CAR-T are gaining more attention due to its potential high remission rate.

Overview of Treatments for Autoimmune Diseases

Current autoimmune diseases treatment can be broadly categorized as (i) biologics-based treatment and (ii) small molecular treatment. Biologics use targeted biological agents — such as antibodies, cell therapies, fusion proteins and MSCs — to modulate the immune system and directly remove or neutralize pathogenic cells. These therapies offer high specificity and longer duration of effect, often reducing dosing frequency and systemic off-target effects. Small-molecule drugs act inside cells to suppress inflammation and interrupt key signaling pathways (e.g., NSAIDs, corticosteroids, DMARDs, JAK/mTOR inhibitors). They provide rapid symptom control, oral dosing flexibility, and options for both short-term relief and long-term disease management.

Mechanism and Advantages of CAR-T for Autoimmune Diseases

CAR-T cell therapy, a cutting-edge cellular immunotherapy with demonstrated efficacy in treating hematologic malignancies, has also demonstrated preliminary clinical efficacy in solid tumors, and exhibits significant promise for addressing autoimmune diseases. This innovative therapeutic approach holds promise for achieving long-term remission in autoimmune diseases, potentially offering significant benefits to affected patients.

CAR-T therapy offers precise targeting and elimination of pathological B cells and plasma cells in autoimmune diseases, directly reducing autoantibody production at its source. Through deep elimination of autoreactive B cells, CAR-T targeted therapy restores the B cell population to a non-reflexive phenotype, gradually rebuilds normal immune tolerance, and reduces the possibility of relapse.

Advantages of CAR-T Cell Therapy for Autoimmune Diseases

- ***Good efficacy enabling long-term treatment-free remission:*** The efficacy of CAR-T cell therapy in autoimmune diseases has been confirmed by multiple clinical studies, especially in refractory or relapsed cases, providing new treatment options. CAR-T cells are capable of persisting *in vivo* and maintaining immunomodulatory activity over extended periods following a single administration. This durable cellular persistence enables a one-time treatment paradigm, supporting prolonged treatment-free remission and long-term disease control in autoimmune diseases.

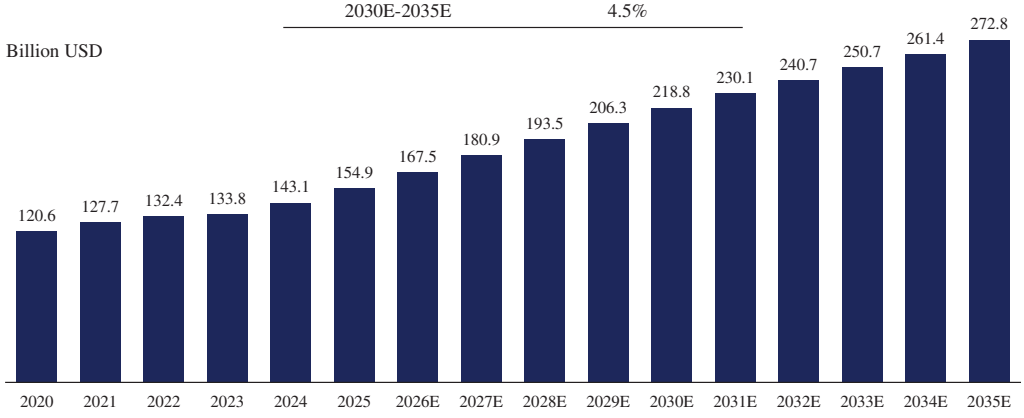
- ***Relatively mild side effects.*** Compared with traditional chemical drugs, CAR-T has lower systemic toxicity, less systemic toxicity, and higher patient tolerance.

Market size of autoimmune drugs market

The following graph shows the historical and forecasted size of the global autoimmune drugs market for the years 2020 through 2035:

Global Autoimmune Drugs Market, 2020-2035E

Period	CAGR
2020-2025	5.1%
2025-2030E	7.2%
2030E-2035E	4.5%

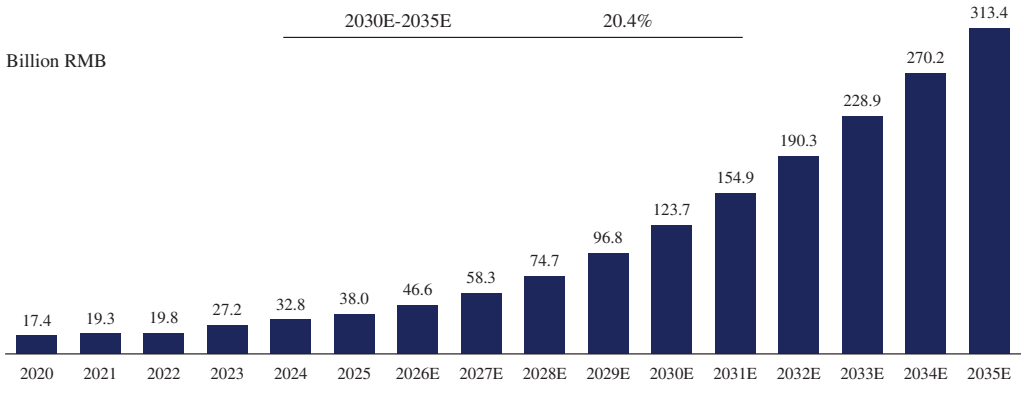


Source: Public Information, Frost & Sullivan Analysis

The following graph shows the historical and forecasted size of the autoimmune drugs market in China for the years 2020 through 2035:

China Autoimmune Drugs Market, 2019-2035E

Period	CAGR
2020-2025	16.9%
2025-2030E	26.6%
2030E-2035E	20.4%



Source: Public Information, Frost & Sullivan Analysis

SOURCES OF INFORMATION

We commissioned Frost & Sullivan, an independent consulting firm, to conduct detailed research on the cellular immunotherapy industry. Frost & Sullivan is an independent global market research and consulting company which was founded in 1961 and is based in the United States. Services provided by Frost & Sullivan include market assessments, competitive benchmarking, and

strategic and market planning for a variety of industries. We have agreed to pay a fee of RMB550,000 to Frost & Sullivan in connection with the preparation of the Frost & Sullivan Report. We have extracted certain information from the Frost & Sullivan Report in this section, as well as in the sections headed "Summary," "Risk Factors," "Business," "Financial Information" and elsewhere in this document to provide our potential investors with a more comprehensive presentation of the industry in which we operate.

During the preparation of the Frost & Sullivan Report, Frost & Sullivan performed both primary and secondary research, and obtained knowledge, statistics, information and industry insights on the industry trends of the cellular immunotherapy industry. Primary research involved discussing the status of the industry with leading industry participants and industry experts. Secondary research involved reviewing annual reports of public companies, independent research reports and Frost & Sullivan's proprietary databases. The Frost & Sullivan Report was compiled based on the assumptions that (i) the overall global social, economic, and political environment is expected to maintain a stable trend over the forecast period, (ii) during the forecast period, related key industry drivers are likely to continue driving growth in China, and (iii) there are no extreme force major event or industry regulations by which the market situation may be affected either dramatically or fundamentally. For the avoidance of doubt, the impacts of COVID-19 have been considered when compiling information in the Frost & Sullivan Report. In this section, Frost & Sullivan presents historical market information for six years (i.e., from 2020 to 2025), which is longer than the Track Record Period and, we believe, is a more accurate reflection of the trends that affect our industry.

Our Directors have confirmed, after taking reasonable care, that as of the Latest Practicable Date there has been no adverse change in the market information set forth herein since the date on which the Frost & Sullivan Report was issued.

I. REGULATIONS RELATING TO PHARMACEUTICAL PRODUCT

(I) Drug Regulatory Regime

The Drug Administration Law of the People's Republic of China (《中華人民共和國藥品管理法》) (the "**Drug Administration Law**") promulgated by the Standing Committee of the National People's Congress (the "**NPCSC**") in September 1984, latest amended in August 2019 and effective from December 1, 2019, and the Regulations for the Implementation of the Drug Administration Law of the People's Republic of China (《中華人民共和國藥品管理法實施條例》) (the "**Regulations for the Implementation of the Drug Administration Law**") promulgated by the State Council in August 2002, last amended on January 16, 2026 and effective from May 15, 2026 have jointly established the legal framework for drug administration in China. The Drug Administration Law applies to entities and individuals engaged in the research, production, operation, use, and supervision and management of drugs within the territory of the People's Republic of China. It regulates and provides a framework for the management of drug preparations by pharmaceutical manufacturers, drug distributors, and medical institutions, as well as for the development, research, registration, production, operation, pricing, advertising, reserve, and supply of drugs. The Regulations for the Implementation of the Drug Administration Law also set out detailed rules for the implementation of the Drug Administration Law.

(II) Regulations on CAR-T Cell Therapy

China employs distinct regulatory frameworks for 'technology' and 'medicinal products' within the CAR-T cell therapy sector. Clinical research and translational applications of medical technologies fall under the purview of the National Health Commission (the "**NHC**"), whilst medicinal product approvals are overseen by the National Medical Products Administration (the "**NMPA**").

Medical technologies regulated by the NHC

On March 2, 2009, the former Ministry of Health promulgated the Administrative Measures for the Clinical Application of Medical Technologies (《醫療技術臨床應用管理辦法》) (effective on May 1, 2009 and repealed on January 22, 2024), which categorized medical technologies into three classes, with the Ministry responsible for managing the clinical application of Class III medical technologies. On May 1, 2009, the former Ministry of Health promulgated the Catalogue of the First Batch of Class III Medical Technologies Permitted for Clinical Application (《首批允許臨床應用的第三類醫療技術目錄》), authorizing the clinical application of autologous immune cell therapy technologies classified as Class III medical technologies.

Pursuant to the Notice on Cancelling the Approval Process for the Clinical Application of Class III Medical Technologies (《關於取消第三類醫療技術臨床應用准入審批有關工作的通知》) issued by the National Health and Family Planning Commission on June 29, 2015, and its annex Restricted Medical Technologies for Clinical Application (2015 Edition) (《限制臨床應用的醫療技術(2015版)》), the approval requirement for the clinical application of Class III medical technologies has been abolished. Autoimmune cell therapy technologies shall be conducted in accordance with relevant regulations governing clinical research. Pursuant to the Administrative Measures for Clinical Research Projects Conducted by Healthcare Institutions (《醫療衛生機構開展臨床研究項目管理辦法》) issued by the National Medical Products Administration, the National Health Commission, and the National Administration of Traditional Chinese Medicine on October 16, 2014, clinical research shall be subject to a project approval review system within healthcare institutions. Clinical research projects approved by the healthcare institution may only be conducted within that institution. Within 30 days of approving a clinical research project, the healthcare institution shall file the project with the health and family planning administrative department that issued its medical institution practice licence.

The State Council promulgated the Regulations on the Management of Clinical Research and Clinical Translation of New Biomedical Technologies (《生物醫學新技術臨床研究和臨床轉化應用管理條例》) on September 28, 2025, with implementation scheduled for May 1, 2026. Activities involving the manipulation of *ex vivo* cells, tissues, organs, or similar materials for subsequent implantation or administration into the human body to test new biomedical technologies shall comply with these Regulations to assess their safety and efficacy and to define their scope of application, operational procedures, and technical requirements.

New drug approvals regulated by the NMPA

According to the response issued by the NHC on August 26, 2020 to Proposal No. 4371 submitted to the Third Session of the 13th National People's Congress, cell-based preparations such as immune cells possess distinct pharmaceutical attributes. The national drug regulatory authorities have established supporting policies for the approval of such preparations as medicinal products, enabling their rapid and widespread application following authorization.

Pursuant to the Administrative Measures for Drug Registration (《藥品註冊管理辦法》) (the "**Registration Measures**"), which was promulgated on February 28, 2005, latest amended on January 22, 2020 and effective from July 1, 2020, drug registration shall be categorised and administered according to traditional Chinese medicines, chemical drugs, and biological products. Immune cell-related products fall under the category of biological products.

Over the years, NMPA (formerly the China Food and Drug Administration) and the Center for Drug Evaluation ("**CDE**") have issued a series of guidelines to provide direction for the pharmaceutical development, clinical and non-clinical studies of cell therapy products, including Technical Guidance Principles for the Research and Evaluation of Cell Therapy Products (Trial) (《細胞治療產品研究與評價技術指導原則(試行)》), Key Considerations for Pharmaceutical Research and Submission Documentation for Cell Therapy Products Applying for Clinical Trials (《細胞治療產品申請臨床試驗藥學研究和申報資料的考慮要點》), Technical Guidance Principles for Clinical Trials of Immune Cell Therapy Products (Trial Implementation) (《免疫細胞治療產品臨床試驗技術指導原則(試行)》), Technical Guidance on Non-clinical Studies and Evaluation of Gene Therapy Products (Trial Implementation) (《基因治療產品非臨床研究與評價技術指導原則(試行)》), Technical Guidance Principles for Pharmaceutical Research and Evaluation of *In Vitro* Gene Modification Systems (Trial Implementation) (《體外基因修飾系統藥學研究與評價技術指導原則(試行)》) and Guiding Principles for Pharmaceutical Research and Evaluation of Immunological Cell Therapy Products (《免疫細胞治療產品藥學研究與評價技術指導原則》).

(III) Non-Clinical Research

The non-clinical safety evaluation study for drugs for the purpose of applying for drug registration shall be conducted in accordance with the Good Laboratory Practice for Non-clinical Laboratory Studies (《藥物非臨床研究質量管理規範》), which was promulgated by the former China Food and Drug Administration in August 2003, latest amended in July 2017 and effective from September 1, 2017. In accordance with the Administrative Measures for the Certification of Good Laboratory Practice for Non-clinical Laboratory Studies (《藥物非臨床研究質量管理規範認證管理辦法》) issued by the NMPA in January 2023 and effective from July 1, 2023, institutions within the territory of the People's Republic of China intending to conduct non-clinical safety evaluation studies for drug registration applications shall apply for certification of Good Laboratory Practice for Non-clinical Laboratory Studies.

According to the Regulations on the Biosafety Management of Pathogenic Microorganism Laboratories (《病原微生物實驗室生物安全管理條例》) promulgated and implemented on November 12, 2004, latest amended on December 6, 2024 and effective from January 20, 2025, the State implements a classification management system for pathogenic microorganisms and laboratories. Pathogenic microorganism experiments must be conducted in laboratories of the corresponding level. The level of a laboratory conducting such experiments shall not be lower than the level required for that specific activity as specified in the pathogenic microorganism catalog.

(IV) Investigator-initiated Trial

Under Chinese law, healthcare institutions may conduct investigator-initiated clinical trials ("**IIT**"), which are not undertaken for the purpose of product registration, such as for pharmaceuticals or medical devices.

The Administrative Measures for Clinical Research Projects Conducted by Healthcare Institutions (《醫療衛生機構開展臨床研究項目管理辦法》), promulgated on October 16, 2014 by the National Health and Family Planning Commission, the former China Food and Drug Administration, and the State Administration of Traditional Chinese Medicine, stipulates various management matters concerning the organisation, project initiation, finance, implementation, and supervision of clinical research within healthcare institutions.

The NHC, the National Administration of Traditional Chinese Medicine, and the National Centre for Disease Control and Prevention issued the Administrative Measures for Investigator-Initiated Clinical Research in Healthcare Institutions (《醫療衛生機構開展研究者發起的臨床研究管理辦法》) on September 18, 2024. The Measures came into effect on October 1, 2024. They stipulate that during clinical research, healthcare institutions and their investigators must possess the requisite capabilities and necessary financial safeguards, while fully respecting research participants' rights to informed consent and autonomous choice. The Measures further categorize clinical research into observational studies and interventional studies, and elaborate on the fundamental principles and various management requirements for clinical research.

(V) Application for Clinical Trial

According to the Decision on Adjusting the Approval Procedures of Certain Administrative Approval Items for Drugs (《關於調整部分藥品行政審批事項審批程序的決定》) promulgated by the former China Food and Drugs Administration on March 17, 2017 and effective from May 1, 2017, the decision on the approval of clinical trials of drugs can be made by the CDE from May 1, 2017. According to the Registration Measures, drug clinical trials shall be divided into Phase I clinical trial, Phase II clinical trial, Phase III clinical trial, Phase IV clinical trial, and bioequivalence trial. After completing studies supporting the drug clinical trials, such as pharmaceutical and pharmacological/toxicological research, applicants submitting an application for drug clinical trials shall provide relevant research data in accordance with the requirements for declaration materials. The CDE shall review the application and decide whether or not it agrees to approve the clinical trial application of drugs within 60 days from the date of accepting the application and notify the applicant of the approval results through the website of the CDE. If the CDE fails to do so, the clinical trial application shall be deemed as approved, and the applicant may proceed with the drug clinical trial according to the submitted protocol.

The Registration Measures further stipulate that the applicant shall register information such as the drug clinical trial protocol on the Drug Clinical Trial Information Platform before commencing drug clinical trials. During the clinical trial of drugs, the applicant shall continuously update registration information, and register information on the outcome of the drug clinical trial upon completion of the drug clinical trial.

The NMPA issued the Announcement on Optimizing Matters Related to the Review and Approval of Clinical Trials for Innovative Drugs (《關於優化創新藥臨床試驗審評審批有關事項的公告》) on September 9, 2025. It stipulates that for clinical trial applications of eligible Class 1 innovative drugs of traditional Chinese medicine, chemical drugs, or biological products, the review and approval process shall be completed within 30 working days after acceptance.

(VI) Conducting Clinical Trials

After obtaining clinical trial approval, the applicant shall choose qualified drug clinical trial institutions to conduct clinical trials.

For drugs for which clinical trials were approved to be conducted, if the sponsor intends to add new indications (or major functions) or intends to conduct combination drug therapy with other drugs, the applicant shall submit a new application for drug clinical trial. New drug clinical trials may only be initiated after approval. During drug clinical trials, if safety issues or other risks are identified, the drug clinical trial sponsor shall promptly adjust the clinical trial protocol, suspend or terminate the clinical trial, and report to the CDE. If necessary, the drug regulatory authority may order the adjustment of the clinical trial protocol, or the suspension or termination of the clinical trial.

The Announcement on Issuing the Guidelines for General Considerations for Clinical Trials on Drugs (《關於發佈藥物臨床試驗的一般考慮指導原則的通告》) issued by NMPA in January 2017 provides technical guidelines for applicants and investigators in formulating overall research and development strategy of drugs and separate clinical trial and provides references for pharmaceutical technology assessment.

According to the Announcement on Adjusting the Review and Approval Procedures for Drug Clinical Trials (《關於調整藥物臨床試驗審評審批程序的公告》), if a new drug clinical trial has been approved to be carried out, after the completion of Phase I and Phase II clinical trials and before the implementation of Phase III clinical trials, the applicant shall submit an application for a communication meeting to the CDE to discuss with the CDE on key technical issues including the design of the Phase III clinical trial. The applicant can also apply for communication on key technical issues at different stages of clinical research and development.

According to the Administrative Measures for Communication on the Research, Development and Technical Evaluation of Drugs (《藥物研發與技術審評溝通交流管理辦法》) issued by the NMPA on and effective from December 10, 2020 and amended in April 2026, during the technical review process of drug research and development and registration applications, the applicant may communicate with the review team of the CDE regarding key technical issues not covered by the current drug research and development and evaluation guidelines. Regarding the clinical development of cell and gene therapy products, the CDE issued the Technical Guidance Principles for Clinical Communication on Cell and Gene Therapy Products (《細胞和基因治療產品臨床相關溝通交流技術指導原則》) on December 28, 2023.

Clinical trials shall be conducted in accordance with the Good Clinical Practice for Drug Trials (《藥物臨床試驗質量管理規範》) promulgated by the NMPA and the NHC on April 23, 2020, and effective from July 1, 2020. The Good Clinical Practice for Drug Trials sets forth detailed requirements for the design and conduct of clinical trials, specifying matters such as the responsibilities, composition and operation of ethics committees, the responsibilities of investigators, clinical trial institutions and sponsors, clinical trial protocol design, the preparation of investigator brochures, and the management of essential documents. The Good Clinical Practice for Drug Trials was revised in May 2026, with such revisions taking effect on 1 September 2026.

(VII) New Drug Registration

Pursuant to the Registration Measures, an applicant may file an application for drug marketing authorization, after the completion of pharmaceutical, pharmacological and toxicological studies, clinical trials of drugs and other studies, determination of quality standards, the verification of commercial scale production process, and preparations to receive the check and inspection for drug registration. The NMPA shall subsequently decide whether to approve the application based on applicable laws and regulations. New drugs can only be manufactured and sold in the Chinese market after the applicant obtains marketing authorization. The validity period for a drug registration certificate is five years. During the validity period of the drug registration certificate, the holder shall continuously ensure the safety, efficacy, and quality controllability of the marketed drug and shall apply for drug re-registration within six months prior to the expiration of its validity.

According to the Regulations for the Implementation of the Drug Administration Law, the State shall afford protection to undisclosed test data and other data independently obtained by MAHs of medicinal products containing new chemical entities and other eligible medicinal products. No person may engage in unfair commercial exploitation of such undisclosed test data and other data. The term of protection for such data shall not exceed six (6) years, commencing on the date of registration of the relevant medicinal product. During the protection term, where any other applicant applies for medicinal product registration by relying on such data without the consent of the relevant MAH, such application shall be rejected; provided, however, that this provision shall not apply if such other applicant submits independently-obtained data.

On July 7, 2020, the NMPA promulgated and implemented the Evaluation and Approval Procedures for Breakthrough Therapeutic Drugs (Trial) 《(突破性治療藥物審評工作程序(試行)》), the Evaluation and Approval Procedures for Conditionally Approved Drugs (Trial) (《藥品附條件批准上市申請審評審批工作程序(試行)》) and the Preferential Evaluation and Approval Procedures for Drug Marketing Authorization (Trial) (《藥品上市許可優先審評審批工作程序(試行)》), clearly stipulating the applicable working procedures for drugs that meet their respective eligibility criteria.

(VIII) Marketing Authorization Holder System

Pursuant to the Drug Administration Law (《藥品管理法》), the State implements the drug marketing authorization holder system for drug management. A drug marketing authorization holder refers to an enterprise or drug research institution that obtains a drug registration certificate. The drug marketing authorization holder shall, in accordance with the provisions of this Law, bear responsibility for the drug's non-clinical research, clinical trials, production and operation, post-market studies, adverse event monitoring and reporting, and handling.

Except as otherwise provided by laws and regulations, the marketing authorization holder may manufacture drugs themselves or entrust drug manufacturing enterprises with the production. Similarly, the marketing authorization holder may sell drugs themselves or entrust drug distribution enterprises with sales.

(IX) Gathering, Collection and Filing of Human Genetic Resources

On June 10, 1998, the Ministry of Science and Technology ("**MST**") and the former Ministry of Health (now known as NHC) issued and implemented the Interim Measures for the Management of Human Genetic Resources (《人類遺傳資源管理暫行辦法》), which stipulates the requirements that activities such as the gathering, collection, research, development, sale, export, and exit of China's human genetic resources shall comply with. They also specify that any international cooperation project involving China's human genetic resources requires the Chinese collaborating unit to complete the approval procedures.

The Interim Measures for the Management of Human Genetic Resources was replaced by the Regulations on the Management of Human Genetic Resources of the People's Republic of China (《中華人民共和國人類遺傳資源管理條例》) ("**Regulations on the Management of Human Genetic Resources**") promulgated by the State Council in May 2019, most recently revised in March 2024, and effective from May 2024. According to the Regulations on the Management of Human Genetic Resources, international cooperative clinical trials utilizing China's human genetic resources conducted at clinical institutions, which do not involve the exit of human genetic resource materials and aim to obtain marketing authorization for relevant drugs and medical devices in China, do not require approval. However, before commencing the clinical trials, the collaborating parties shall file the types, quantities, and intended uses of the human genetic resources to be used with the competent health authority of the State Council for record. The MST promulgated the Implementation Rules for the Regulations on the Management of Human Genetic Resources (《人類遺傳資源管理條例實施細則》) in May 2023, which became effective on July 1, 2023 and further clarify that human genetic resource information does not include clinical data, imaging data, proteomic data and metabolomic data.

On October 17, 2020, the NPCSC promulgated Biosecurity Law of the People's Republic of China (《中華人民共和國生物安全法》) ("**Biosecurity Law**"), which became effective on April 15, 2021 and was most recently revised on April 26, 2024. As per the Biosecurity Law, engaging in the following activities requires approval from the competent health authority of the State Council: (i) collecting human genetic resources of important genetic families or specific areas in China, or collecting human genetic resources of which the types and quantities are subject to provisions of the competent health department under the State Council, (ii) preserving China's human genetic resources, (iii) using China's human genetic resources to carry out international scientific research cooperation, or (iv) transporting, mailing, and carrying China's human genetic resource materials out of the country.

(X) Product Liability

According to the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》) revised by the NPCSC on and effective from December 29, 2018, producers and sellers shall establish and improve internal product quality management systems, strictly implement post quality specifications, quality responsibilities, and corresponding assessment methods. Producers and sellers shall bear product quality responsibilities in accordance with the provisions of this Law.

Pursuant to the Civil Code of the People's Republic of China (《中華人民共和國民法典》) ("**Civil Code**") promulgated by the NPC on May 28, 2020 and effective from January 1, 2021, where a patient suffers damage due to defects in drugs, he may seek compensation from the drug marketing authorization holder, the manufacturer or also from the medical institution. Where the patient seeks compensation from the medical institution, the medical institution, after it has made the compensation, shall have the right to recover the compensation from the liable drug marketing authorization holder or the manufacturer.

II. REGULATIONS RELATING TO THE MANUFACTURING, DISTRIBUTION OF DRUGS

(I) Drug Manufacturing Permit

According to the Drug Administration Law and the Regulations for the Implementation of the Drug Administration Law, any entity engaging in drug manufacturing activities shall obtain approval from the drug supervision and administration department under the people's government of the province, autonomous region, or municipality directly under the Central Government at its location, and obtain a Drug Manufacturing Permit. No drug shall be manufactured without a Drug Manufacturing Permit. The validity period of the Drug Manufacturing Permit is 5 years. Upon the expiration of the validity period, if continued production of drugs is required, the permit holder shall apply for the renewal of the Drug Manufacturing Permit within 6 months before the expiration of the permit's validity period, in accordance with the regulations of the drug supervision and administration department of the State Council.

(II) Good Manufacturing Practice

On November 29, 2019, the NMPA issued the Announcement on Issues Pertaining to the Implementation of the Drug Administration Law of the People's Republic of China (《關於貫徹實施<中華人民共和國藥品管理法>有關事項的公告》), confirming that effective from December 1, 2019, Good Manufacturing Practice certificate ("GMP certification") would be canceled, and drug GMP certificates would no longer be issued. However, in accordance with the Drug Administration Law, entities engaged in drug manufacturing activities shall still abide by the Good Manufacturing Practice ("GMP"), establish and improve a drug quality management system, and ensure that the entire process of drug manufacturing continuously meets statutory requirements.

The NMPA issued the Measures for the Administration of Drug Inspection (Trial) (《藥品檢查管理辦法(試行)》) on May 24, 2021, which was revised and implemented on July 19, 2023. It stipulates that if drug manufacturing enterprises apply for a Drug Manufacturing Permit for the first time, on-site inspections shall be conducted in accordance with the relevant contents of GMP. For applications for the reissuance of a Drug Manufacturing Permit, the review shall be conducted based on the principle of risk management, taking into account the enterprise's compliance with drug administration laws and regulations, GMP, and the operation of its quality system. GMP compliance inspections may be conducted when necessary.

Regarding the production and quality management of cell therapy products, the Center for Drug Evaluation of the NMPA issued the Guidelines for the Production Quality Management of Cell Therapy Products (Trial) (《細胞治療產品生產質量管理指南(試行)》) on October 28, 2022, and the Guidelines for the Inspection of Cell Therapy Product Manufacturing (《細胞治療產品生產檢查指南》) on January 13, 2025.

(III) Contract Manufacturing of Drugs

According to the Measures on the Supervision and Administration of the Manufacturing of Drugs (《藥品生產監督管理辦法》), issued by the State Administration for Market Regulation on December 11, 2002, and most recently revised on January 22, 2020, which revision became effective from July 1, 2020, a drug marketing authorization holder may entrust a qualified drug manufacturing enterprise to manufacture drugs.

The Announcement of the National Medical Products Administration on Strengthening the Supervision and Management of Drug Marketing Authorization Holders' Entrusting Production (《國家藥監局關於加強藥品上市許可持有人委託生產監督管理工作的公告》), issued by the NMPA on and effective from October 17, 2023, further implements the primary responsibility of drug marketing authorization holders for quality and safety in drug contract manufacturing, ensuring the quality and safety throughout the entire drug manufacturing lifecycle.

According to the Announcement on Strengthening the Supervision and Administration of Entrusted Drug Production (《關於加強藥品受託生產監督管理工作的公告》) issued by the NMPA on December 30, 2025, where sterile drugs are intended to be manufactured under entrustment, in principle, at least one party (either the marketing authorization holder or the entrusted manufacturer) shall have more than three years of commercial production experience in sterile drugs of the same dosage form.

However, entrustment of sterile drug production may also be carried out if either the holder or the entrusted manufacturer has more than three years of development or production experience in sterile drugs of the same dosage form under any of the following circumstances: 1. The drugs fall into the category of innovative drugs, improved new drugs, national shortage drugs, national clinically necessary and easily shortage drugs, clinically urgent drugs, drugs urgently needed for response to public health emergencies, drugs for rare diseases, as well as overseas-manufactured drugs already marketed in China that are transferred to domestic production; 2. The entrustment of sterile drug production is between enterprises under the same group that implement a unified quality management system; 3. The entrusted manufacturer uses information technology to record data covering the entire process of material management, drug production and testing, and is capable of electronic data exchange with the marketing authorization holder; 4. The entrusted manufacturer has been mainly involved in the development and clinical trial drug production of the sterile drugs to be manufactured under entrustment.

(IV) Drug Circulation Management

The Measures for the Supervision and Administration of Drug Circulation (《藥品流通監督管理辦法》), issued by the former China Food and Drug Administration on January 31, 2007, and effective from May 1, 2007, provide detailed regulations on the procurement, warehousing, transportation, and sale of drugs. The Measures for the Supervision and Administration of Drug Circulation has been superseded by the Measures for Quality Supervision and Administration of Distribution and Use of Medicinal Products (《藥品經營和使用質量監督管理辦法》) promulgated by the State Administration for Market Regulation on September 27, 2023, and effective from January 1, 2024.

According to the Drug Administration Law, the undertaking of drug wholesale is subject to approval of the local drug regulatory department of the people's government of the province, autonomous region, or municipality directly under the central government and requires a Drug Distribution Certificate. The undertaking of drug retail is subject to approval of the drug regulatory department of the local people's government at or above the county level and requires the said certificate. No one may distribute drugs without the certificate. The Measures for Quality Supervision and Administration of Distribution and Use of Medicinal Products further stipulates matters such as the conditions, procedures, changes, and supervision and administration related to the application for a Drug Distribution Certificate.

Pursuant to the Opinions on Promoting Drug Price Reform (《推進藥品價格改革的意見》) jointly promulgated by National Development and Reform Commission ("**NDRC**") and other departments on May 4, 2015, from June 1, 2015, except for narcotic drugs and Category I psychotropic drugs, the price of drugs set by the government will be cancelled.

On December 5, 2025, the National Healthcare Security Administration and the Ministry of Human Resources and Social Security issued the Catalog of Innovative Pharmaceuticals for Commercial Health Insurance (2025) (《商業健康保險創新藥品目錄(2025年)》). The catalog includes a variety of anti-tumor cell and gene therapy drugs. Local healthcare security administrations will, in conjunction with relevant departments, actively promote the inclusion of drugs in the commercial health insurance innovative pharmaceutical catalog into the coverage of commercial health insurance.

III. REGULATIONS RELATING TO FOREIGN INVESTMENT

The investment activities of foreign investors in China are primarily regulated by the Catalogue of Encouraged Industries for Foreign Investment (《鼓勵外商投資產業目錄》) and the Special Administrative Measures (Negative List) for the Access of Foreign Investment (《外商投資准入特別管理措施(負面清單)》("**Negative List**"), both issued and from time to time revised by the Ministry of Commerce and the NDRC, as well as the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法》) (the "**Foreign Investment Law**") and its relevant implementation rules and supporting regulations.

The National People's Congress ("**NPC**") promulgated the Foreign Investment Law in March 2019, which came into effect on January 1, 2020. From the perspective of investment protection and fair competition, the Foreign Investment Law has established a basic framework for foreign investment access, promotion, protection, and regulation through legislation. Pursuant to the Foreign Investment Law, the State shall implement the management systems of pre-entry national treatment and negative list for foreign investment. The pre-entry national treatment refers to the treatment accorded to foreign investors and their investments no less favorable than that accorded to domestic investors and their investments at the investment access stage. The State shall accord national treatment to foreign investments outside the Negative List.

To ensure the effective implementation of the Foreign Investment Law, the State Council promulgated the Implementing Rules of the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法實施條例》) (the "**Implementing Rules of the Foreign Investment Law**") in December 2019, with effect from January 1, 2020, which further clarify the State's commitment to encouraging and facilitating foreign investment, protecting the legitimate rights and interests of foreign investors, regulating the administration of foreign investment and continually optimizing the environment of foreign investment environment to advance high-level opening-up.

Under the Negative List, foreign investors are prohibited from investing in human stem cell research, as well as the development and application of gene diagnosis and treatment technologies. However, pursuant to the Notice on Conducting Pilot Programmes for Expanding Opening-up in the Medical Sector (《關於在醫療領域開展擴大開放試點工作的通知》) jointly issued by the Ministry of Commerce ("**MOFCOM**"), the NHC, and the NMPA on September 7, 2024, from September 7, 2024, foreign-invested enterprises within the China (Beijing) Pilot Free Trade Zone, China (Shanghai) Pilot Free Trade Zone, China (Guangdong) Pilot Free Trade Zone, and Hainan Free Trade Port are permitted to engage in the development and application of human stem cell and gene diagnosis and treatment technologies for the purposes of product registration, market launch and production. All products registered for market entry and approved for production may be utilized nationwide. Foreign-invested enterprises intending to participate in the pilot scheme shall comply with relevant Chinese laws, administrative regulations, and other stipulations, including requirements concerning human genetic resource management, clinical trials of medicinal products (including international multi-centre clinical trials), medicinal product registration and market entry, medicinal product production, and ethical review, whilst fulfilling the requisite management procedures.

According to the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》) promulgated by the NDRC and the MOFCOM on December 19, 2020 and effective from January 18, 2021, any foreign investment that has or possibly has an impact on state security shall be subject to security review in accordance with the provisions hereof.

IV. REGULATIONS ON INFORMATION SECURITY AND DATA PROTECTION

Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual shall legally obtain such personal information of others when necessary and ensure the safety of such information, and shall not illegally collect, use, process or transfer personal information of others, or illegally purchase or sell, provide or disclose personal information of others. Besides, the processing of personal information shall comply with the principles of legality, legitimacy and necessity, and excessive processing is strictly prohibited.

On August 20, 2021, the NPCSC promulgated the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) (the "**Personal Information Protection Law**"), which took effect on November 1, 2021. The Personal Information Protection Law further emphasizes the obligations of personal information processors to protect personal information, requiring that the processing of personal information should have a clear and reasonable purpose which should be directly related to the processing purpose, in a method that has the least impact on personal rights and interests, and the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information.

On June 10, 2021, the NPCSC promulgated the Data Security Law of the PRC (《中華人民共和國數據安全法》) (the "**Data Security Law**"), which took effect on September 1, 2021. The Data Security Law has established and improved the fundamental system for national data security management and the obligations of data processors in data security protection.

The Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) (the "**Cybersecurity Law**") promulgated by the NPCSC on November 7, 2016 and latest amended on October 28, 2025 and effective from January 1, 2026 stipulates that network operators shall fulfill their obligations to safeguard security of the network when conducting business and providing services.

On July 12, 2018, the NHC promulgated the National Healthcare Big Data Standards, Safety and Service Management Measures (for Trial Implementation) (國家健康醫療大數據標準、安全和服務管理辦法(試行)》), with effect from the same day, which specify the guidelines and principles for standard management, security management and service management of the healthcare big data.

On December 28, 2021, the Cyberspace Administration of China (the "**CAC**") and other authorities jointly promulgated the amended Measures for Cybersecurity Review (《網絡安全審查辦法》), which became effective on February 15, 2022. According to the Measures for Cybersecurity Review, an cybersecurity review shall be made if (I) critical information infrastructure operators purchase network products and services and network platform operators carry out data processing activities, which affect or may affect national security; (II) network platform operators possessing more than one million users' personal information seek to list abroad; and (III) network products, services and data processing activities are deemed to affect or may affect national security by the member units of the cybersecurity review working mechanism and shall be reported by the Cybersecurity Review Office to the Central Cyberspace Affairs Commission for approval in accordance with the procedures.

The State Council promulgated the Regulations on Network Data Security Management (《網絡數據安全管理條例》) (the "**Data Security Regulations**") in September, 2024, which came into effect on January 1, 2025. The Data Security Regulations reiterate and refine general provisions for network data processing activities, rules for the protection of personal information, important data security protection, the management of cross-border transfer of network data, and the obligations of network platform service providers.

The CAC promulgated and implemented the Provisions on Promoting and Regulating Cross-border Data Flow (《促進和規範數據跨境流動規定》) on March 22, 2024, which explicitly state that a data processor is not required to apply for a security assessment of outbound data transfer for data treated as important data if the relevant authority or region does not notify the data processor that the data is treated as important data or does not publicly release the data as important data.

V. REGULATIONS RELATING TO INTELLECTUAL PROPERTY RIGHTS

(I) Patent

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the NPCSC, last amended in October 2020 and effective from June 1, 2021 and the Detailed Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) promulgated by the State Council, last amended on December 11, 2023 and effective from January 20, 2024, patents are divided into three types, namely, invention patent, design patent and utility patent. Invention patents are valid for 20 years, while design patents and utility patents are valid for 15 years and 10 years, respectively, starting from the date of application. Any exploitation of a patent without the patentee's consent is considered patent infringement, for which the infringer shall bear liability for damages to the patentee. In cases such as counterfeit patents, the infringer may be subject to fines or even criminal prosecution.

In particular, to compensate for the time taken for the review and approval process before the marketing of a new drug, with respect to the patent for invention related to a new drug which has been approved for marketing in China, the patent administration department under the State Council shall, at the request of the patentee, award a compensation on the term of the patent. The compensation term shall not be more than five years, and the total effective term of the patent right shall not be more than 14 years from the date of marketing approval for the new drug.

The NMPA and the China National Intellectual Property Administration jointly issued and implemented the Measures for the Implementation of the Early Resolution Mechanism for Drug Patent Disputes (for Trial Implementation) (《藥品專利糾紛早期解決機制實施辦法(試行)》) on July 4, 2021, establishing an early resolution mechanism for drug patent disputes.

(II) Trade Secret

According to the PRC Anti-Unfair Competition Law (《中華人民共和國反不正當競爭法》) (the "**Anti-Unfair Competition Law**"), promulgated by the NPCSC on September 2, 1993, and last amended on June 27, 2025 and effective from October 15, 2025, the term "trade secrets" refers to technical and operational business information that is unknown to the public, has business interests, and is maintained as a secret with security measures taken by its right holder. According to the Anti-Unfair Competition Law, business operators are prohibited from infringing upon others' trade secrets. Natural persons, legal persons, and unincorporated organizations other than business operators that commit the relevant illegal acts shall be deemed to have infringed upon others' trade secrets. If a third party knows or should have known that an employee or former employee of the right holder of the trade secrets, or any other entity or individual has committed the relevant illegal acts but nevertheless acquires, discloses, uses or allows another person to use such trade secrets, the third party shall be deemed to have infringed upon others' trade secrets. The parties whose trade secrets are infringed upon may apply for administrative corrections, and the regulatory authorities shall order to stop any illegal activities and impose fine penalties on the infringing parties.

(III) Trademark

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》) currently in effect and last amended by NPCSC on June, 2026 which shall come into force on January 1, 2027 and the Implementation Regulations of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002, last amended on April 29, 2014 and effective from May 1, 2014, the period of validity for a registered trademark is 10 years, commencing from the date of approval of registration. If, upon expiry of the period of validity, the registrant needs to continue to use the trademark, it or he/she shall go through the formalities for renewal as required within 12 months prior to the date of expiry. Where the registrant fails to do so within the specified period, a grace period of six months may be granted. The period of validity for each renewal of registration is 10 years, commencing from the day after the expiry of the preceding period of validity for the trademark. In the absence of a renewal upon expiry, the registered trademark shall be canceled. Pursuant to the Trademark Law of the PRC amended on June, 2026, the departments responsible for trademark enforcement actions shall have the power to investigate and penalize acts infringing upon the exclusive right to use registered trademarks in accordance with the law; where any such infringement constitutes a suspected criminal offence, the said departments shall promptly transfer the case to the public security organs for legal handling.

(IV) Copyright

According to the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the NPCSC on September 7, 1990, last amended in November 2020 and effective from June 1, 2021 and the relevant implementation regulations, works of Chinese citizens, legal persons or unincorporated organizations, namely ingenious intellectual achievements in the fields of literature, art and science that can be presented in a certain form, whether published or not, shall enjoy copyright. A copyright owner of the protected work enjoys personal and property rights with respect to publication, authorship, alteration, integrity, reproduction, distribution, lease, exhibition, performance, projection, broadcasting, dissemination via information network, production, adaptation, translation, compilation and other rights that shall be enjoyed by the copyright owners.

(V) Domain Name

According to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》), promulgated by the Ministry of Industry and Information Technology on August 24, 2017 and effective from November 1, 2017, the "first to file, first to register" principle is adopted for domain name registration services. A domain name registrar shall, in the process of providing domain name registration services, ask the applicant for the registration of a domain name to provide authentic, accurate and complete identity information on the holder of the domain name and other domain name registration related information.

VI. REGULATIONS RELATING TO FIRE CONTROL AND ENVIRONMENTAL PROTECTION

(I) Fire Control

Pursuant to the Fire Control Law of the PRC (《中華人民共和國消防法》) promulgated by the NPCSC on April 29, 1998, and last amended on and effective from April 29, 2021, the department of emergency management of the State Council shall monitor and administer the nationwide fire control work. The departments of emergency management of local people's governments above county level shall monitor and administer the fire control work within their administrative region, and the fire control and rescue institutions of the people's government at the same level shall be responsible for the implementation. The design and construction of fire control of the construction projects must comply with the national technical standards of fire control.

According to Interim Regulations on Administration of Examination and Acceptance of Fire Control Design of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》) issued by the Ministry of Housing and Urban-Rural Development on April 1, 2020, last amended on August 21, 2023 and effective from October 30, 2023, an examination system for fire control design and fire protection acceptance shall apply to special construction projects, and for other projects, a record-filing and spot check system shall be implemented.

(II) Environmental Protection

The NPCSC promulgated the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) (the "**Environmental Protection Law**") on December 26, 1989, which was last amended on April 24, 2014 and became effective on January 1, 2015. The Environmental Protection Law has been formulated for the purpose of protecting and improving both the living and the ecological environment, preventing and controlling pollution and other public hazards, safeguarding public health, advancing ecological civilization, and promoting sustainable economic and social development.

The NPCSC promulgated the Law of People's Republic of China on Environmental Impact Appraisal (《中華人民共和國環境影響評價法》) (the "**Law on Environmental Impact Appraisal**") on October 28, 2002, which was last amended and became effective on December 29, 2018. According to the Law on Environmental Impact Appraisal, the state practices classified management over the appraisals of the environmental impacts of construction projects according to the seriousness of the impacts.

According to the Classified Administration Catalogue of Environmental Impact Assessments for Construction Project (2021 Version) (《建設項目環境影響評價分類管理名錄(2021年版)》) promulgated by the Ministry of Ecology and Environment of the PRC on November 30, 2020 and effective from January 1, 2021, the construction entities shall work out the report of environmental impacts, the report form of environmental impacts or the registration form of environmental impacts in accordance with the provisions of the catalogue.

Pursuant to the Interim Measures for Environmental Protection Acceptance of Completed Construction Projects (《建設項目竣工環境保護驗收暫行辦法》) effective from November 20, 2017 and the Regulations on the Administration of Construction Project Environmental Protection (《建設項目環境保護管理條例》), which was revised on July 16, 2017 and became effective on October 1, 2017, after the completion of a construction project for which a report of environmental impacts or a report form of environmental impacts is required, the construction entity shall, according to standards and procedures prescribed by the environmental protection administrative authorities, conduct environmental protection completion acceptance check and compile an acceptance check report. A construction project for which a report of environmental impacts or a report form of environmental impacts is required shall not be put into production or use until the environmental protection completion acceptance check has been passed.

According to the Regulations on the Administration of Permitting of Pollutant Discharges (《排汙許可管理條例》) promulgated on January 24, 2021 and effective from March 1, 2021 and the Measures for Pollutant Discharge Permitting Administration (《排汙許可管理辦法》) promulgated on April 1, 2024 and effective from July 1, 2024, a pollutant discharge entity shall be subject to the classified administration of permitting of pollutant discharges according to the factors including the volume of pollutants generated, the volume of discharge, and the impact on the environment (namely key administration, simplified administration and registration management for pollutant discharge). Enterprises, institutions and other producers and operators that have been included in the Classified Administration List of Pollutant Discharge Permitting for Stationary Environmental Pollution Sources (《固定污染源排汙許可分類管理名錄》) shall apply for and obtain a pollutant discharge permit or fill in a pollutant discharge registration form within the prescribed time limit, and shall not discharge pollutants without a pollutant discharge permit or filling in a pollutant discharge registration form.

According to the Regulations on Urban Drainage and Sewage Treatment (《城鎮排水與污水處理條例》) promulgated on October 2, 2013, and effective from January 1, 2014, and the Measures for the Administration of Permits for Discharging Urban Sewage into Drainage Network (《城鎮污水排入排水管網許可管理辦法》) revised on December 1, 2022, and effective from February 1, 2023, enterprises, institutions, and individual businesses engaged in industrial, construction, catering, medical, and other activities shall apply to the competent urban drainage authority for a permit to discharge sewage into the drainage network and discharge sewage in accordance with the requirements of the permit.

Pursuant to the Law on the Prevention and Control of Environmental Pollution Caused by Solid Waste of the PRC (《中華人民共和國固體廢物污染環境防治法》), promulgated by the NPCSC on October 30, 1995, last amended on April 29, 2020 and effective from September 1, 2020, entities generating hazardous waste shall store, utilize and dispose of hazardous waste according to the relevant requirements of the state and environmental protection standards, and shall not dump or pile up hazardous waste without authorization. Furthermore, it is forbidden to provide or entrust hazardous waste to unlicensed entities or other business operators for collection, storage, utilisation, or disposal activities, or else the competent ecological and environmental authorities shall order it to make rectification, impose fines, confiscate illegal gains, and in serious circumstance, order it to suspend business or close down upon the approval of the government authorities with approval authority.

The Environmental Code of the PRC was promulgated by the NPC in March 2026 and officially came into force on August 15, 2026. This Code systematically consolidates and revises relevant laws and regulations governing ecological and environmental matters. Upon its effective date, relevant laws (including the Environmental Protection Law, Law on Environmental Impact Appraisal and the Law on the Prevention and Control of Environmental Pollution Caused by Solid Waste of the PRC) were concurrently repealed.

VII. REGULATIONS RELATING TO LABOR AND PRODUCTION SAFETY

(I) Labor Relations

According to the Labor Law of the PRC (《中華人民共和國勞動法》) promulgated by the NPCSC on July 5, 1994 and last amended on and effective from December 29, 2018, the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), which was promulgated by the NPCSC on June 29, 2007, was amended on December 28, 2012, and came into effect on July 1, 2013, and the Regulations on Implementation of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) which was promulgated by the State Council on September 18, 2008 and came into effect on the same day, labor contracts in written form shall be executed to establish labor relationships between employers and employees. Wages to be paid to employees by the employers shall not be lower than the local standards of minimum wages. The employers must establish a system for labor safety and sanitation, strictly comply with national rules and standards, provide education regarding labor safety and sanitation to their employees, provide employees with labor safety and sanitation conditions and necessary labor protection articles in compliance with national rules, and carry out regular health examinations for employees engaged in work involving occupational hazards.

(II) Social Insurance

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) (the "**Social Insurance Law**") promulgated by the NPCSC on October 28, 2010 and last amended on and effective from December 29, 2018, the PRC established social insurance systems such as basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. According to the Social Insurance Law and the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999 and last amended on and effective from March 24, 2019, any premium paying entity shall carry out social insurance registration at the local social insurance agency and pay and withhold social insurance premiums in accordance with regulations. Where the premium paying entity fails to pay social insurance premiums on time and in full amount, it will be ordered to make such payment or replenish the deficiency within a fixed period. Moreover, an overdue fine may be demanded. If the premium paying entity still fails to make social insurance contributions within the stipulated deadline, it may be subject to a fine ranging from one to three times the amount overdue.

According to the Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) promulgated on July 31, 2025, and effective from September 1, 2025, where an employer and an employee agree or the employee promises the employer that no social insurance contributions are required, the people's court shall deem such agreement or promise invalid. Where an employer fails to pay social insurance contributions as required by law, and an employee requests termination of the labor contract and payment of economic compensation by the employer pursuant to Article 38(3) of the Labor Contract Law, the people's court shall support such request in accordance with the law. Where an employer subsequently makes up for the unpaid social insurance contributions in accordance with the law and requests the employee to return the previously paid social insurance contribution compensation, the people's court shall support such request in accordance with the law.

(III) Housing Provident Fund

Pursuant to the Regulations on Management of Housing Provident Fund (《住房公積金管理條例》) promulgated by the State Council on April 3, 1999 and last amended on and effective from March 24, 2019, a unit shall go to the housing provident fund management center to undertake registration of payment and deposit of the housing provident fund and go through the formalities of opening housing provident fund accounts on behalf of its staff and workers. A unit and its staff

and workers are also required to pay and deposit housing provident funds in full and in a timely manner. Where a unit is overdue in the payment and deposit of, or underpays, the housing provident fund, the housing provident fund management center shall order it to make the payment and deposit within a prescribed time limit; where the payment and deposit has not been made after the expiration of the time limit, an application may be made to a people's court for compulsory enforcement.

(IV) Production Safety

Pursuant to the Production Safety Law of the PRC (《中華人民共和國安全生產法》) (the "**Production Safety Law**") promulgated by the NPCSC on June 29, 2002, last amended on June 10, 2021 and effective from September 1, 2021, a production and operation enterprise shall comply with the Production Safety Law and other relevant production safety laws and regulations, enhance production safety management, establish a sound production safety accountability system and production safety rules, improve production safety conditions, strengthen the construction of safety production standardization and elevate safety production levels to ensure production safety. The person-in-charge of a production and operation enterprise shall be fully responsible for the production safety of the enterprise.

VIII. REGULATIONS RELATING TO FOREIGN EXCHANGE AND TAXES

See Appendix III of this document for details on regulations relating to foreign exchange and taxes.

IX. RELEVANT REGULATIONS ON OVERSEAS LISTING

(I) Filing Requirements of the China Securities Regulatory Commission ("CSRC") for Overseas Offerings and Listings

On February 17, 2023, the CSRC issued several regulations concerning the filing-based administration of overseas offerings and listings by domestic companies, including the Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and related supporting guidelines. According to these provisions, a domestic enterprise in the PRC seeking to issue and list securities on an overseas market, whether directly or indirectly, shall file a record with the CSRC within three working days after submitting its overseas listing application documents.

Domestic enterprises conducting overseas issuance and listing activities must strictly comply with national security laws, administrative regulations, and relevant provisions — including those related to foreign investment, cybersecurity, and data security — and shall faithfully fulfill their obligations to safeguard national security.

(II) Confidentiality and Archives Management in Relation to Overseas Listings

On February 24, 2023, the CSRC, in conjunction with other relevant government departments, jointly promulgated the Provisions on Strengthening Confidentiality and Archives Management Work Related to Overseas Securities Issuance and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the "**Confidentiality Provisions**"). According to the Confidentiality Provisions, domestic enterprises, as well as securities companies and securities service institutions providing the relevant services, shall take necessary measures to fulfill their confidentiality and archive management responsibilities. They shall not disclose any state secrets or work secrets of state organs, nor shall they prejudice national and public interests.

(III) H Share Full Circulation

"Full Circulation" refers to the listing and trading of domestic non-listed shares of H-share companies (including non-listed domestic shares held by domestic shareholders prior to overseas listing, non-listed domestic shares issued domestically after overseas listing, and non-listed shares held by foreign shareholders) on the Hong Kong Stock Exchange. On November 14, 2019, the CSRC promulgated the Guidelines on the Application for "Full Circulation" Business of Domestic Non-listed Shares of H-share Companies (《H股公司境內未上市股份申請"全流通"業務指引》) (the "**Full Circulation Guidelines**"), which were partially amended on August 10, 2023, in accordance with the Decision of the China Securities Regulatory Commission on Amending and Repealing Certain Securities and Futures Regulatory Documents (《中國證券監督管理委員會關於修改、廢止部分證券期貨制度文件的決定》).

Under the Full Circulation Guidelines, provided that relevant laws and regulations as well as policies on state asset management, foreign investment, and industry supervision are complied with, shareholders of domestic non-listed shares may independently negotiate and determine the quantity and proportion of shares to be circulated, and authorize the H-share company to submit the application for Full Circulation. To apply for Full Circulation, the H-share company shall submit an application to the CSRC in accordance with the necessary administrative filing procedures under the Overseas Listing Trial Measures.

OVERVIEW

Our business can be traced back to 2020, when Dr. Sun, our chairperson of the Board, executive Director and chief executive officer, founded our business in the PRC with a mission to explore the transformative advances in solid tumors treatment with cell therapy. Since the commencement of our operations, our Group has been led by Dr. Sun who possesses extensive research and executive management experience in the biotechnology industry, specifically CAR-T cell therapy, with a distinguished track record spanning both the PRC and the United States. With dedication and commitment since establishment, our Company has made significant progress, having developed an anti-CLDN18.2 CAR-T cell therapy candidate (IMC002) that is the second-most clinically advanced CAR-T cell therapy for treatment of solid tumors globally and is currently the subject of a registrational clinical trial, as well as a clinical stage anti-EpCAM CAR-T cell therapy candidate (IMC001) and a proprietary manufacturing process for *ex vivo* CAR-T with anticipated prominent cost advantages, which enables significant market potential based on the large number of solid tumor patients in China and worldwide.

KEY MILESTONES

The following table summarizes the key milestones in our corporate and business development:

Year	Milestone
2020 . . .	• Our business was founded together with the establishment of our Company in the PRC
2021 . . .	• We completed Series Angel financing with BOHE Angel Fund II, Zhenge Tianda as key investors
	• The Investigator-Initiated Trial (IIT) for IMC001 was commenced
	• We completed Series A financing with Delian Capital as a key investor
	• Our founder, Dr. Sun, was recognized as the "Technological Leading Talent of Suzhou Industrial Park" (蘇州工業園區領軍人才)
2022 . . .	• We obtained the Orphan Drug Designation (ODD) from FDA of IMC002, for the indications of gastric cancer
	• We commenced the establishment of the Suzhou Pilot-Scale Production Base
	• We completed Series A+ financing with SDICVC Fund
2023 . . .	• We obtained the IND approval from FDA and CDE of IMC002
	• We obtained the ODD from FDA of IMC001 and IMC008 (for the indications of gastric cancer and pancreatic cancer)
	• Dr. Sun was recognized as the 2023 Jiangsu Province "Double Innovation Talent" (2023年江蘇省 "雙創人才") and the "Second Batch of 2022 Gusu Leading Talent for Innovation and Entrepreneurship" (2022年第二批姑蘇創新創業領軍人才)

Year	Milestone
2024 . . .	• We obtained the IND approval from FDA and CDE of IMC001 (for the indications of gastrointestinal tumors) and the ODD from FDA of IMC002 (for the indications of pancreatic cancer)
	• We were recognized as a Jiangsu Innovative Small and Medium-sized Enterprise (江蘇省創新型中小企業) by the Jiangsu Provincial Department of Industry and Information Technology, a 2024 Jiangsu Potential Unicorn Enterprise (江蘇省潛在獨角獸企業) by Jiangsu Provincial New Quality Productivity Promotion Centre, and a China Potential Unicorn Enterprise (中國潛在獨角獸企業) by Great Wall Strategy Consultants.
2025 . . .	• We obtained the IND approval from CDE of IMC001, for the indications of pan-solid tumors
	• We completed Series A++ financing with Vivo Capital and SDICVC Fund as key investors
	• We initiated Phase III clinical trial of IMC002, and obtained the Regenerative Medicine Advanced Therapy (RMAT) designation for IMC002 from FDA
	• We completed Series B financing with FHC Shenzhen as the key investor
	• The first-in-human IIT for IMV101 was initiated
	• We were included in the Forbes Asia 100 to Watch 2025 list (2025福布斯亞太區100家值得關注企業榜單) by Forbes Asia Team
	• Dr. Sun was named to the "The Most Promising Business Elites Under 40" list ("中國40歲以下最具潛力的商界精英榜") published by Fortune (《財富》)
	• We completed Phase I/IIa clinical trial of IMC002
2026 . . .	• We completed Series C financing with Gaorong Ventures and Jifeng Ventures as key investors
	• We commenced Phase I/IIa clinical trial of IMC001
	• The first-in-human IIT for IMV102 was initiated
	• We received EC approval to conduct IIT for IMV103

OUR COMPANY

Our Company was established on July 16, 2020 under the name of Shanghai Immunofoco Biotechnology Co., Ltd. (上海易慕峰生物科技有限公司) as a limited liability company in the PRC.

In January 2022, in order to source suitable premises and to attract talents, we relocated our registered office to the Industrial Park of Suzhou ("**Suzhou Industrial Park**") and our Company was renamed as Suzhou Immunofoco Biotechnology Co., Ltd. (蘇州易慕峰生物科技有限公司). Subsequently in December 2025, we further relocated our registered office to the Qianhai Free Trade Zone in Shenzhen and our Company was then renamed as Shenzhen Immunofoco Biotechnology Co., Ltd. (深圳易慕峰生物科技有限公司) so as to attract further investments from

financial institutions and institutional investors based in the Greater Bay Area, while also benefitting from the relatively preferential tax policies and policy incentives for the biomedical industry in such region. In preparation for the [**REDACTED**], our Company was converted into a joint stock company under the name of Shenzhen Immunofoco Biotechnology Co., Ltd. (深圳易慕峰生物科技股份有限公司) with limited liability on January 22, 2026. The abovementioned relocations and changes in our Company's names were carried out merely to support the Group's ongoing business development. Accordingly, it has not resulted in any material adverse effect on our Group's business or operations. As advised by the PRC Legal Adviser, all material regulatory filings in connection with the above relocation and changes of our Company's names have been completed.

OUR KEY OPERATING SUBSIDIARIES

As of the Latest Practicable Date, we had two key operating subsidiaries which are directly wholly-owned by our Company. Details of our key operating subsidiaries are set out below:

Name of the Key Operating Subsidiary	Place of Incorporation	Date of Incorporation	Principal Business
Suzhou Immunofoco	PRC	September 19, 2025	Manufacturing
Shanghai Immunofoco	PRC	January 10, 2022	Biotechnology research and development, clinical development, and medical research

CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

(1) Establishment and Shareholding Changes of our Company

On July 16, 2020, our Company was established as a limited liability company under the laws of the PRC, with a registered capital of RMB10,000,000. At our establishment, our shareholders held equity interests in our Company through two shareholding platforms, namely Shanghai Yimu[(1)] and Shanghai Haiyi[(2)], which respectively held 65% and 35% of our Company's equity interests.

Notes:

(1) Shanghai Yimu was established on July 1, 2020 as a limited partnership in the PRC where it has served as a shareholding platform since our Company's incorporation. Upon its establishment, Shanghai Yimu's voting rights were controlled by Mr. Di Zhu ("**Mr. Zhu**") as general partner, and the partnership interests were held: (1) as to approximately 53.85% by Mr. Zhu; and (2) as to approximately 46.15% by Mr. Hexin Yan ("**Mr. Yan**"), however, at the time they had not agreed on the percentages and such partnership interest remained unpaid. In September 2020, upon good faith discussions to finalize the percentages of their partnership interest based on their respective financial commitment as well as roles and responsibilities, the parties agreed to reallocate their partnership interest such that Mr. Zhu's and Mr. Yan's partnership interests in Shanghai Yimu were repurchased, while they each subscribed for approximately 23.08% partnership interest in Shanghai Haiyi. Dr. Sun has since then become the general partner of Shanghai Yimu and entitled to control the exercise of all the voting rights attached to Shanghai Yimu. Up to the Latest Practicable Date, notwithstanding that Shanghai Yimu underwent a series of shareholding changes and subscribed for further equity interest in our Company, Dr. Sun had remained as its general partner, and will remain so upon the [**REDACTED**]. As of the Latest Practicable Date, Shanghai Yimu's voting rights was controlled by Dr. Sun as its general partner, while the partnership interests were held (1) as to approximately 2.30% by Dr. Sun; (2) as to approximately 34.48% by Mr. Qingshan Shen (member of our senior management); (3) as to approximately 34.48% by Ms. Suqiong Wang (our former employee) and (4) as to approximately 28.74% by Ms. Huijuan Wang (our employee).

(2) Shanghai Haiyi was established on July 1, 2020 as a limited partnership in the PRC where it has served as a shareholding platform for attracting core talents and strategic investors since our Company's incorporation. Upon its establishment, Shanghai Haiyi's voting rights were controlled by Dr. Sun as its general partner, and the partnership interests were held: (1) as to approximately 76.57% by Dr. Sun; (2) as to approximately 14.29% by Mr. Qingshan Shen; (3) as to approximately 8.57% by Ms. Suqiong Wang (our former employee) and (4) as to approximately 0.57% by Ms. Huijuan Wang (our employee). Later, Shanghai Haiyi underwent a series of shareholding changes due to (i) the transfer of partnership interests by the existing limited partners to certain Independent Third Parties in light of the limited partners' personal financing needs, and (ii) the implementation of the [**REDACTED**] Share Option Scheme. As of the Latest Practicable Date, Shanghai Haiyi's voting rights were controlled by Dr. Sun as its general partner and she will remain as its general partner upon

[**REDACTED**], and no limited partner held more than 30% of its total partnership interest therein. Save for Dr. Sun and Dr. Ruidong Hao, our executive Directors, and Mr. Qingshan Shen, our senior management member, who held 21.95%, 2.56% and 8.15% partnership interest in Shanghai Haiyi, respectively, each limited partner of Shanghai Haiyi is an Independent Third Party.

(3) Mr. Zhu and Mr. Yan were both early business partners of Dr. Sun and are Independent Third Parties of our Company and of Dr. Sun. At the early stage of the establishment of the Company, Mr. Zhu and Mr. Yan provided high-level advice in relation to the concepts and visions of solid tumor cell therapy. Nevertheless, Mr. Zhu and Mr. Yan did not participate in day-to-day operations and management of the Group. The partnership interests held by Mr. Zhu and Mr. Yan in Shanghai Yimu and Shanghai Haiyi have experienced various changes since the establishment of the shareholding platforms, and as of the Latest Practicable Date, (i) Mr. Zhu disposed of all his partnership interest in Shanghai Haiyi and ceased to hold any direct or indirect interest in the Company, and (ii) Mr. Yan remains interested in 20.56% partnership interest in Shanghai Haiyi. As of the Latest Practicable Date, Mr. Zhu had no longer assumed any role in the Group and Mr. Yan remained as a part-time consultant to the Company, providing high-level guidance to the Company's innovative projects.

We commenced operations in September 2020. As of September 2020, Dr. Sun became the general partner of each of Shanghai Yimu and Shanghai Haiyi upon an internal restructuring of the shareholding platforms and was entitled to control the exercise of all the voting rights of our equity interests, held by Shanghai Yimu and Shanghai Haiyi, respectively.

Since the commencement of our operations, our Company has undergone a series of shareholding changes. In December 2020, immediately prior to the Series Angel Financing, Dr. Sun was entitled to control the exercise of the voting rights attached to 100% of our total equity interests, of which approximately 26.30% of our equity interests was held by her directly, and approximately 73.70% of our equity interests was controlled by her through her capacity as the general partner of each of Shanghai Haiyi and Shanghai Yimu, which held 65% and 8.70% equity interests in our Company, respectively. The shareholding structure of our Company upon completion of the aforementioned shareholding changes is set forth below:

Shareholders	**Registered capital**	**Corresponding equity interest in our Company**
	(RMB)	*(%)*
Dr. Sun	2,630,000	26.30
Shanghai Haiyi	6,500,000	65.00
Shanghai Yimu	870,000	8.70
Total	**10,000,000**	**100.00**

(2) Overview of [REDACTED] Investments

Our Company conducted six rounds of [**REDACTED**] equity financing with our [**REDACTED**] Investors. For details, see "— [**REDACTED**] Investments" below.

(3) [REDACTED] Share Option Schemes and [REDACTED] Equity Incentive Scheme

We have adopted the three [**REDACTED**] Share Option Schemes in January 2021, August 2022 and August 16, 2026, and the [**REDACTED**] Equity Incentive Scheme in November 2025, respectively. Under the [**REDACTED**] Share Option Schemes and the [**REDACTED**] Equity Incentive Scheme, our Company could grant share options and awards to eligible participants directly, or through acquiring partnership interests in the two shareholding platforms, namely, Shanghai Haiyi and Shanghai Yizhong[(3)]. See the section headed "Statutory and General Information" — "Employee Share Incentive Schemes" for details.

Note:

(3) Shanghai Yizhong was established on September 3, 2021 as a limited partnership in the PRC and serves as the shareholding platform of the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme and the [**REDACTED**] Equity Incentive Scheme. At its establishment, Dr. Sun was entitled to control

Shanghai Yizhong through her capacity as its general partner, and she will remain as its general partner upon [**REDACTED**]. See the section headed "Relationship with Our Single Largest Group of Shareholders" for details. Our Directors, Dr. Sun and Dr. Ruidong Hao, and members of our senior management Mr. Qingshan Shen and Mr. Nam Kit Lau held 26.69%, 8.36%, 5.60% and 2.00% partnership interest in Shanghai Yizhong respectively. To the best knowledge of our Directors, save as disclosed above, each limited partner of Shanghai Yizhong is an Independent Third Party.

(4) Conversion into a Joint Stock Limited Company

Pursuant to our Shareholders' resolutions and the promoters' agreement dated January 15, 2026, our then Shareholders decided to convert our Company from a limited liability company into a joint stock company under the name of Shenzhen Immunofoco Biotechnology Co., Ltd. (深圳易慕峰生物科技股份有限公司). Upon completion of the conversion, the share capital of our Company was RMB43,476,873, divided into 43,476,873 Shares with a nominal value of RMB1.0 per Share, which were subscribed for by our then Shareholders in proportion to their respective equity interests in our Company immediately before the conversion. The conversion was completed on January 22, 2026.

(5) Share Subdivision

Pursuant to our Shareholders' resolution dated February 10, 2026, our Shares will be split on a one-for-five basis immediately prior to the [**REDACTED**], where the nominal value of our Shares will be changed from RMB[**REDACTED**] each to RMB[**REDACTED**] each. Immediately following the Share Subdivision and immediately prior to the [**REDACTED**], the 47,481,322 issued Shares of our Company will be subdivided into 237,406,610 Shares with a nominal value of RMB[**REDACTED**] each.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we did not conduct any major acquisitions, disposals, or mergers that we consider to be material to us.

[**REDACTED**] INVESTMENTS

1. Overview

We underwent various rounds of the [**REDACTED**] investments, details of which are set forth below.

(1) Series Angel Financing

Pursuant to an investment agreement entered into by our Company, Suzhou Industrial Park Bohe Phase II Venture Capital Partnership (Limited Partnership) (蘇州工業園區薄荷二期創業投資合夥企業(有限合夥)) ("**BOHE Angel Fund II**"), Shenzhen Zhenge Tianda Venture Capital Partnership (Limited Partnership) (深圳真格天達創業投資合夥企業(有限合夥)) ("**Zhenge Tianda**"), among others, in January 2021, BOHE Angel Fund II and Zhenge Tianda agreed to subscribe for RMB2,500,000 registered capital of our Company for a total consideration of RMB10,000,000.

Pursuant to a supplemental agreement to the investment agreements entered into by our Company, BOHE Angel Fund II, Zhenge Tianda, Daoyuan Guoxin (Jiaxing) Equity Investment Partnership (Limited Partnership) (道遠國鑫(嘉興)股權投資合夥企業(有限合夥)) ("**Daoyuan Guoxin**"), among others, in March 2021, Daoyuan Guoxin, BOHE Angel Fund II and Zhenge Tianda agreed to subscribe for an increased registered capital of RMB2,083,332 in our Company for a total consideration of RMB15,000,000 (the "**Series Angel Financing**").

The following table summarizes the details of the Series Angel Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company Subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series Angel Investors			
BOHE Angel Fund II	1,944,444	10,000,000	12.96%
Zhenge Tianda	1,944,444	10,000,000	12.96%
Daoyuan Guoxin	694,444	5,000,000	4.63%
Other Investors			
Shanghai Haiyi	6,500,000	–	43.33%
Dr. Sun	2,630,000	–	17.53%
Shanghai Yimu	1,286,668	–	8.58%
Total	**15,000,000**	**–**	**100.00%**

(2) Series A Financing

Pursuant to an investment agreement entered into by our Company, Nanjing Delian Xingyao Investment Center (Limited Partnership) (南京德聯星曜投資中心(有限合夥)) ("**Delian Capital**"), Zibo Yuanxiong Equity Investment Partnership (Limited Partnership) (淄博元雄股權投資合夥企業(有限合夥)) ("**Zibo Yuanxiong**"), Chengdu Daoyuan Guosheng Healthcare Equity Investment Partnership (Limited Partnership) (成都道遠國生醫療健康股權投資合夥企業(有限合夥)) ("**Daoyuan Guosheng**", together with Daoyuan Guoxin as the "**Daoyuan Capital**"), Zhuhai Luojia Lingsheng No.1 Venture Capital Partnership (Limited Partnership) (珠海珞珈瓴晟一號創業投資合夥企業(有限合夥) ("**Luojia Lingsheng**"), among others, in October 2021, Delian Capital, Zibo Yuanxiong, Daoyuan Guosheng and Luojia Lingsheng agreed to subscribe for an increased registered capital of RMB3,749,999 in our Company for a total consideration of RMB90,000,000.

Pursuant to the investment agreement entered into by our Company, Lishui Jianpu Qinzhi Equity Investment Partnership (Limited Partnership) (麗水簡樸勤智股權投資合夥企業(有限合夥)) ("**Jianpu Qinzhi**"), among others, in January 2022, Jianpu Qinzhi agreed to subscribe for an increased registered capital of RMB441,817 in our Company for a total consideration of RMB10,820,000.

In addition, pursuant to the equity transfer agreement entered into by Jianpu Qinzhi, Shanghai Yimu, and our Company in January 2022, Shanghai Yimu agreed to transfer approximately 2.00% of the equity interest in our Company (calculated based on the registered capital after the increase, corresponding to RMB416,667 of the registered capital) to Jianpu Qinzhi for a consideration of RMB9,180,000.

The following table summarizes the details of the Series A Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series A Investors			
Delian Capital	2,083,333	50,000,000	9.99%
Zibo Yuanxiong	833,333	20,000,000	4.00%

Name	Amount of registered capital in our Company subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Daoyuan Guosheng	625,000	15,000,000	3.00%
Jianpu Qinzhi	441,817	10,820,000	2.12%
Luojia Lingsheng	208,333	5,000,000	1.00%
Other Investors			
Shanghai Haiyi	5,944,444	–	28.50%
Shanghai Yizhong	2,500,001	–	11.99%
Dr. Sun	2,352,222	–	11.28%
BOHE Angel Fund II	1,944,444	–	9.32%
Zhenge Tianda	1,944,444	–	9.32%
Shanghai Yimu	870,001	–	4.17%
Daoyuan Guoxin	694,444	–	3.33%
Total	**20,441,816**	**–**	**98.00%**

The following table summarizes the amount of registered capital in our Company transferred by Shanghai Yimu to Jianpu Qinzhi and the consideration:

Name of the transferor	Name of the transferee	Amount of registered capital in our Company Transferred	Consideration	Shareholding percentage
		(RMB)	*(RMB)*	
Shanghai Yimu	Jianpu Qinzhi	416,667	9,180,000	2.00%
Total[(1)]		**20,858,483**	**–**	**100.00%**

Note:

(1) The total amount of registered capital in our Company upon completion of the Series A Financing (including the transfer from Shanghai Yimu to Jianpu Qinzhi) is RMB20,858,483.

(3) Series A+ Financing

Pursuant to the investment agreements entered into by our Company and Chengdu Bio-Town No.1 Equity Investment Fund Partnership (Limited Partnership) (成都生物城一號股權投資基金合夥企業(有限合夥)) ("**Chengdu Bio-Town**"), SDIC (Guangdong) Scientific and Technological Achievement Transformation Venture Capital Fund Partnership (Limited Partnership) (國投(廣東)科技成果轉化創業投資基金合夥企業(有限合夥)) ("**SDICVC Fund**"), Shenyang Yueyin Dingtai Equity Investment Management Center (Limited Partnership) (瀋陽約印鼎泰股權投資管理中心(有限合夥)) ("**Yueyin Dingtai**"), Zibo Yuanxin Equity Investment Partnership (Limited Partnership) (淄博元信股權投資合夥企業(有限合夥)) ("**Zibo Yuanxin**", together with Zibo Yuanxiong as the "**Xiangqian Fund**"), among others, on December 9, 2022, December 22, 2022 and January 20, 2023, respectively, Chengdu Bio-Town, SDICVC Fund, Yueyin Dingtai and Zibo Yuanxin agreed to subscribe for an increased registered capital of RMB5,870,665 for a total consideration of RMB164,000,000.

Furthermore, pursuant to the investment agreement entered into by our Company, Chengdu Ceyuan Guangyi Pharmaceutical & Healthcare Equity Investment Fund Partnership (Limited Partnership) (成都策源廣益醫藥健康股權投資基金合夥企業(有限合夥)) ("**Ceyuan Fund**"), Chengdu Science and Technology Innovation Investment Group Co., Ltd. (成都科技創新投資集團有限公司) ("**Chengdu Science and Technology Innovation**"), among others, and on September 4, 2023 a supplemental agreement entered into by Chengdu Science and Technology Innovation and

Rongchuang (Zibo) Equity Investment Partnership (Limited Partnership) (蓉創(淄博)股權投資合夥企業(有限合夥)) ("**Rongchuang Fund**") on September 27, 2023, respectively, Ceyuan Fund and Rongchuang Fund agreed to subscribe for an increased registered capital of RMB1,789,837 for a total consideration of RMB50,000,000.

The following table summarizes the details of the Series A+ Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series A+ Investors			
SDICVC Fund	3,579,674	100,000,000	12.20%
Yueyin Dingtai	1,073,902	30,000,000	3.66%
Ceyuan Fund	1,073,902	30,000,000	3.66%
Chengdu Bio-Town	1,038,105	29,000,000	3.54%
Rongchuang Fund	715,935	20,000,000	2.44%
Zibo Yuanxin	178,984	5,000,000	0.61%
Other Investors			
Shanghai Haiyi	6,138,600	–	20.91%
Shanghai Yizhong	2,500,001	–	8.52%
Delian Capital	2,420,242	–	8.25%
Dr. Sun	2,352,222	–	8.01%
BOHE Angel Fund II	1,944,444	–	6.62%
Zhenge Tianda	1,944,444	–	6.62%
Zibo Yuanxiong	968,097	–	3.30%
Jianpu Qinzhi	871,607	–	2.97%
Shanghai Yimu	870,001	–	2.97%
Daoyuan Guosheng	726,073	–	2.47%
Daoyuan Guoxin	715,068	–	2.44%
Luojia Lingsheng	242,024	–	0.82%
Total	**29,353,325**	**–**	**100.00%**

(4) Series A++ Financing

Pursuant to the investment agreements entered into by our Company and Vivo (Suzhou) Healthcare Industry Investment Fund (Limited Partnership) (維梧(蘇州)健康產業投資基金(有限合夥)) ("**Vivo Capital**"), SDICVC Fund, Taiping (Shenzhen) Healthcare Industry Private Equity Investment Fund Partnership (Limited Partnership) (太平(深圳)醫療健康產業私募股權投資基金合夥企業(有限合夥)) ("**Taiping Healthcare Fund**"), Huizhou Yueke Dongjiang Guohui Technology Achievement Transformation Venture Capital Fund Partnership (Limited Partnership) (惠州市粵科東江國惠科技成果轉化創業投資基金合夥企業(有限合夥)) ("**Yueke Capital**"), Suzhou Hongbo Phase II Investment Partnership (Limited Partnership) (蘇州鴻博二期投資合夥企業(有限合夥)) ("**Suzhou Hongbo Phase II**"), Changshu Shenggu High-Tech Investment Fund Partnership (Limited Partnership) (常熟聲谷高新投資基金合夥企業(有限合夥)) ("**Changshu Shenggu Fund**"), among others, on March 25, 2025, and September 1, 2025, respectively, Vivo Capital, Taiping Healthcare Fund, Yueke Capital, Suzhou Hongbo Phase II and Changshu Shenggu Fund agreed to subscribe for an increased registered capital of RMB6,577,975 for a total consideration of RMB186,000,000.

The following table summarizes the details of the Series A++ Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series A++ Investors			
Vivo Capital	1,768,273	50,000,000	4.92%
SDICVC Fund*(Note)*	5,347,947	50,000,000	14.88%
Taiping Healthcare Fund	1,414,618	40,000,000	3.94%
Yueke Capital	707,309	20,000,000	1.97%
Suzhou Hongbo Phase II	707,309	20,000,000	1.97%
Changshu Shenggu Fund	212,193	6,000,000	0.59%
Other Investors			
Shanghai Haiyi	6,138,600	–	17.08%
Shanghai Yizhong	2,500,001	–	6.96%
Delian Capital	2,420,242	–	6.74%
Dr. Sun	2,352,222	–	6.55%
BOHE Angel Fund II	1,944,444	–	5.41%
Zhenge Tianda	1,944,444	–	5.41%
Yueyin Dingtai	1,073,902	–	2.99%
Ceyuan Fund	1,073,902	–	2.99%
Chengdu Bio-Town	1,038,105	–	2.89%
Zibo Yuanxiong	968,097	–	2.69%
Jianpu Qinzhi	871,607	–	2.43%
Shanghai Yimu	870,001	–	2.42%
Daoyuan Guosheng	726,073	–	2.02%
Rongchuang Fund	715,935	–	1.99%
Daoyuan Guoxin	715,068	–	1.99%
Luojia Lingsheng	242,024	–	0.67%
Zibo Yuanxin	178,984	–	0.50%
Total	**35,931,300**	**–**	**100.00%**

Note: The amount of registered capital in our Company and the shareholding percentage of SDICVC Fund include the investment in the Series A+ financing.

(5) Series B Financing

Pursuant to an investment agreement entered into by our Company and Shenzhen Pengfu Biopharmaceutical Industry Private Equity Investment Partnership (Limited Liability Enterprise Partnership) (深圳市鵬復生物醫藥產業私募股權投資基金合夥企業(有限合夥)) ("**FHC Shenzhen**"), Shenzhen GreenPine Cell and Gene Industry Private Equity Investment Fund Partnership (Limited Partnership) (深圳市松禾細胞與基因產業私募股權投資基金合夥企業(有限合夥)) ("**GreenPine Cell & Gene Fund**"), Chengdu GreenPine Healthcare Venture Capital Partnership (Limited Partnership) (成都市松禾醫健創業投資基金合夥企業(有限合夥)) ("**GreenPine Healthcare Fund**", together with GreenPine Cell & Gene Fund as the "**GreenPine Capital Partners**"), Foshan Jinsheng Youkang No.1 Venture Capital Partnership (Limited Partnership) (佛山市今晟優康壹號創業投資基金合夥企業 (有限合夥)) ("**Jinsheng Youkang**"), Shenzhen Nanshan Strategic Emerging Industry Investment Little Giant Fund Partnership (Limited Partnership) (深圳市南山戰新投小巨人投資基金合夥企業(有限合夥)) ("**Nanshan Fund**"), among others, on November 4, 2025, FHC Shenzhen, GreenPine Cell & Gene Fund, GreenPine Healthcare Fund, Jinsheng Youkang and Nanshan Fund agreed to subscribe for an increased registered capital of RMB7,545,573 for a total consideration of RMB273,000,000.

On November 11, 2025, FHC Shenzhen entered into two equity transfer agreements with BOHE Angel Fund II and Zhenge Tianda, respectively. Pursuant to the equity transfer agreements, BOHE Angel Fund II and Zhenge Tianda agreed to transfer the equity interests in our Company held by them (corresponding to RMB1,672,222 of the registered capital) to FHC Shenzhen for a total consideration of RMB39,330,661.

On November 20, 2025, Zhenge Tianda entered into two equity transfer agreements with GreenPine Cell & Gene Fund and GreenPine Healthcare Fund, respectively. Pursuant to the equity transfer agreements, Zhenge Tianda agreed to transfer the equity interests in our Company held by it (corresponding to RMB223,214 of the registered capital) to GreenPine Cell & Gene Fund for a consideration of RMB5,250,000, and to transfer the equity interests in our Company held by it (corresponding to RMB74,405 of the registered capital) to GreenPine Healthcare Fund for a consideration of RMB1,750,000.

The following table summarizes the details of the Series B Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series B Investors			
FHC Shenzhen	5,527,892	200,000,000	12.71%
GreenPine Cell & Gene Fund	684,077	24,750,000	1.57%
Jinsheng Youkang	552,789	20,000,000	1.27%
Nanshan Fund	552,789	20,000,000	1.27%
GreenPine Healthcare Fund	228,026	8,250,000	0.52%
Other Investors			
Shanghai Haiyi	6,138,600	–	14.12%
SDICVC Fund	5,347,947	–	12.30%
Shanghai Yizhong	2,500,001	–	5.75%
Delian Capital	2,420,242	–	5.57%
Dr. Sun	2,352,222	–	5.41%
BOHE Angel Fund II	1,944,444	–	4.47%
Zhenge Tianda	1,944,444	–	4.47%
Vivo Capital	1,768,273	–	4.07%
Taiping Healthcare Fund	1,414,618	–	3.25%
Yueyin Dingtai	1,073,902	–	2.47%
Ceyuan Fund	1,073,902	–	2.47%
Chengdu Bio-Town	1,038,105	–	2.39%
Zibo Yuanxiong	968,097	–	2.23%
Jianpu Qinzhi	871,607	–	2.00%
Shanghai Yimu	870,001	–	2.00%
Daoyuan Guosheng	726,073	–	1.67%
Rongchuang Fund	715,935	–	1.65%
Daoyuan Guoxin	715,068	–	1.64%
Yueke Capital	707,309	–	1.63%
Suzhou Hongbo Phase II	707,309	–	1.63%
Luojia Lingsheng	242,024	–	0.56%
Changshu Shenggu Fund	212,193	–	0.49%
Zibo Yuanxin	178,984	–	0.41%
Total	**43,476,873**	**–**	**100.00%**

The following table summarizes the amount of registered capital in our Company transferred to the Series B Investors and the relevant consideration:

Name of the transferor	Name of the transferee	Amount of registered capital in our Company Transferred	Consideration	Shareholding percentage
		(RMB)	*(RMB)*	
BOHE Angel Fund II	FHC Shenzhen	972,222	22,866,661	2.24%
Zhenge Tianda .	FHC Shenzhen	700,000	16,464,000	1.61%
Zhenge Tianda .	GreenPine Cell & Gene Fund	223,214	5,250,000	0.51%
Zhenge Tianda .	GreenPine Healthcare Fund	74,405	1,750,000	0.17%

(6) Series C Financing

Pursuant to an investment agreement entered into by our Company and Nanjing Gaorong Phase V No. 1 Equity Investment Partnership (Limited Partnership) (南京高榕五期一號股權投資合夥企業(有限合夥)) ("**Nanjing Gaorong**"), Sanya Gaorong Phase V No. 2 Equity Investment Fund Partnership (Limited Partnership) (三亞高榕五期二號股權投資基金合夥企業(有限合夥)) ("**Sanya Gaorong**", together with Nanjing Gaorong as the "**Gaorong Ventures**"), Wuhan Jifeng Equity Investment Partnership (Limited Partnership) (武漢濟峰股權投資合夥企業(有限合夥)) ("**Wuhan Jifeng**"), Changzhou Jifeng Equity Investment Partnership (Limited Partnership) (常州濟峰股權投資合夥企業(有限合夥)) ("**Changzhou Jifeng**", together with Wuhan Jifeng as the "**Jifeng Ventures**"), Yueyin Xinyuan (Chengdu) Equity Investment Partnership (Limited Partnership) (約印新源(成都)股權投資合夥企業(有限合夥)) ("**Yueyin Xinyuan**", together with Yueyin Dingtai as the "**Yueyin Capital**"), Shenzhen Angel No. 2 Venture Capital Partnership (Limited Partnership) (深圳市天使二號創業投資合夥企業(有限合夥)) ("**Shenzhen Angel**"), Dingfeng Mingdao Investment Management Partnership (Limited Partnership) (寧波鼎鋒明道投資管理合夥企業(有限合夥)) ("**Ningbo Dingfeng**") among others, on February 6, 2026, Nanjing Gaorong, Sanya Gaorong, Wuhan Jifeng, Changzhou Jifeng, Yueyin Xinyuan, Shenzhen Angel and Ningbo Dingfeng agreed to subscribe for an increased registered capital of RMB4,004,449 for a total consideration of RMB175,000,000.

The following table summarizes the details of the Series C Financing and the shareholding of the Company upon its completion:

Name	Amount of registered capital in our Company Subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Series C Investors			
Nanjing Gaorong	892,420	39,000,000	1.88%
Yueyin Xinyuan	800,890	35,000,000	1.69%
Shenzhen Angel	686,477	30,000,000	1.45%
Sanya Gaorong	480,534	21,000,000	1.01%
Changzhou Jifeng	474,823	20,750,436	1.00%
Wuhan Jifeng	440,479	19,249,564	0.93%
Ningbo Dingfeng	228,826	10,000,000	0.48%
Other Investors			
FHC Shenzhen	7,200,114	–	15.16%

Name	Amount of registered capital in our Company Subscribed	Consideration	Shareholding percentage
	(RMB)	*(RMB)*	
Shanghai Haiyi	6,138,600	–	12.93%
SDICVC Fund	5,347,947	–	11.26%
Shanghai Yizhong	2,500,001	–	5.27%
Delian Capital	2,420,242	–	5.10%
Dr. Sun	2,352,222	–	4.95%
Vivo Capital	1,768,273	–	3.72%
Taiping Healthcare Fund	1,414,618	–	2.98%
Yueyin Dingtai	1,073,902	–	2.26%
Ceyuan Fund	1,073,902	–	2.26%
Chengdu Bio-Town	1,038,105	–	2.19%
BOHE Angel Fund II	972,222	–	2.05%
Zibo Yuanxiong	968,097	–	2.04%
Zhenge Tianda	946,825	–	1.99%
GreenPine Cell & Gene Fund	907,291	–	1.91%
Jianpu Qinzhi	871,607	–	1.84%
Shanghai Yimu	870,001	–	1.83%
Daoyuan Guosheng	726,073	–	1.53%
Rongchuang Fund	715,935	–	1.51%
Daoyuan Guoxin	715,068	–	1.51%
Yueke Capital	707,309	–	1.49%
Suzhou Hongbo Phase II	707,309	–	1.49%
Nanshan Fund	552,789	–	1.16%
Jinsheng Youkang	552,789	–	1.16%
GreenPine Healthcare Fund	302,431	–	0.64%
Luojia Lingsheng	242,024	–	0.51%
Changshu Shenggu Fund	212,193	–	0.45%
Zibo Yuanxin	178,984	–	0.38%
Total	**47,481,322**	**–**	**100.00%**

2. Principal Terms of the [REDACTED] Investments

The following table summarizes the key terms of the [**REDACTED**] Investments:

Series	[REDACTED] Investors	Date of agreements	Date of full settlement of consideration	Approximate amount of consideration paid	[REDACTED] of our Group after each round of [REDACTED] Investment	Cost per Share paid[1]	Discount/ (Premium) to the [REDACTED][2]
				(RMB)	*(RMB)*	*(RMB)*	
Series Angel financing	BOHE Angel Fund II, Zhenge Tianda	January 2021	January 18, 2021	10,000,000	50,000,000	0.80	[**REDACTED**]
	BOHE Angel Fund II, Zhenge Tianda, Daoyuan Guoxin	March 2021	April 29, 2021	15,000,000	105,000,000	1.44	[**REDACTED**]
Series A financing[3]	Delian Capital, Zibo Yuanxiong, Daoyuan Guosheng, Luojia Lingsheng	October 2021	February 10, 2022	90,000,000	490,000,000	4.80	[**REDACTED**]
	Jianpu Qinzhi	January 2022	March 2, 2022	10,820,000	510,820,000	4.90	[**REDACTED**]
Series A equity transfer[4]	Jianpu Qinzhi	January 25, 2022	March 2, 2022	9,180,000	N/A	4.41[4]	[**REDACTED**]
Series A+ financing[5]	Chengdu Bio-Town, SDICVC Fund, Yueyin Dingtai, Zibo Yuanxin, Ceyuan Fund, Rongchuang Fund	December 9, 2022, December 22, 2022, January 20, 2023, September 4, 2023, September 27, 2023	October 11, 2023	214,000,000	814,000,000[5]	5.59	[**REDACTED**]

Series	[REDACTED] Investors	Date of agreements	Date of full settlement of consideration	Approximate amount of consideration paid	[REDACTED] of our Group after each round of [REDACTED] Investment	Cost per Share paid[(1)]	Discount/ (Premium) to the [REDACTED][(2)]
				(RMB)	*(RMB)*	*(RMB)*	
Series A++ financing[(6)] .	Vivo Capital, SDICVC Fund, Taiping Healthcare Fund, Yueke Capital, Suzhou Hongbo Phase II, Changshu Shenggu Fund	March 25, 2025, September 1, 2025	September 25, 2025	186,000,000	1,016,000,000	5.66	[**REDACTED**]
Series B financing[(7)] . . .	FHC Shenzhen, GreenPine Cell & Gene Fund, GreenPine Healthcare Fund, Jinsheng Youkang, Nanshan Fund	November 4, 2025	November 28, 2025	273,000,000	1,573,000,000	7.24	[**REDACTED**]
Series B equity transfer[(8)]	FHC Shenzhen	November 11, 2025	December 18, 2025	39,330,661	N/A	4.70[(8)]	[**REDACTED**]
	GreenPine Cell & Gene Fund	November 20, 2025	December 19, 2025	5,250,000	N/A	4.70[(8)]	[**REDACTED**]
	GreenPine Healthcare Fund	November 20, 2025	December 15, 2025	1,750,000	N/A	4.70[(8)]	[**REDACTED**]
Series C financing [(9)] . .	Nanjing Gaorong, Sanya Gaorong, Wuhan Jifeng, Changzhou Jifeng, Yueyin Xinyuan, Shenzhen Angel, Ningbo Dingfeng	February 6, 2026	February 9, 2026	175,000,000	2,075,000,000	8.74	[**REDACTED**]

Notes:

(1) The cost per Share is calculated based on the amount of investment made by the relevant [**REDACTED**] Investors and the number of Shares held by them immediately before the completion of the [**REDACTED**], which was adjusted after taking into account the effect of the Share Subdivision on the basis of 5 Shares for every one share of registered capital, has taken effect.

(2) The discount to the **[REDACTED]** is calculated based on the assumption that the **[REDACTED]** is the **[REDACTED]** of the indicative **[REDACTED]** range and the exchange rates as disclosed in the section headed "Information about this Document and the **[REDACTED]** — Exchange Rate Conversion".

(3) The increase from the post-money valuation of series Angel financing to the pre-money valuation of series A financing was mainly due to the commencement of Investigator-Initiated Trial (IIT) for IMC001 in October 2021.

(4) On January 25, 2022, Jianpu Qinzhi entered into an equity transfer agreement with Shanghai Yimu and our Company. Pursuant to the equity transfer agreement, Shanghai Yimu agreed to transfer equity interest in our Company to Jianpu Qinzhi. The implied pre-money valuation of our Company in respect of this equity transfer was approximately RMB450,000,000. The consideration for the equity transfer was agreed by all parties on arm's length basis and corresponding discount with reference to the then valuation of the series A financing.

(5) The increase from the post-money valuation of series A financing to the pre-money valuation of series A+ financing was mainly due to our Group having obtained the FDA ODD from FDA of IMC002 for the indications of gastric cancer in July 2022, which we submitted IND applications of IMC002 to the FDA and CDE in December 2022.

(6) The increase from the post-money valuation of series A+ financing to the pre-money valuation of series A++ financing was mainly due to our Group having obtained the IND approval from FDA and CDE of IMC002 in the first half of 2023, obtained the IND approval from FDA and CDE of IMC001 February 2024 and obtained the ODD from FDA of IMC002 in September 2024, and obtained the IND approval from NMPA of IMC001 in the first half of 2025.

(7) The increase from the post-money valuation of series A++ financing to the pre-money valuation of series B financing was mainly due to the initiation of Phase III clinical trial of IMC002 in August 2025.

(8) On November 11, 2025, FHC Shenzhen entered into two equity transfer agreements with BOHE Angel Fund II and Zhenge Tianda, respectively. Pursuant to the equity transfer agreements, BOHE Angel Fund II and Zhenge Tianda agreed to transfer the equity interests in our Company held by them to FHC Shenzhen. On November 20, 2025, Zhenge Tianda entered into two equity transfer agreements with GreenPine Cell & Gene Fund and GreenPine Healthcare Fund, respectively Pursuant to the equity transfer agreements, Zhenge Tianda agreed to transfer the equity interests in our Company held by it to GreenPine Cell & Gene Fund and GreenPine Healthcare Fund. The implied pre-money valuation of our Company in respect of this equity transfer was approximately RMB845,000,000. The consideration for the equity transfer was agreed by all parties on arm's length basis and corresponding discount with reference to the then valuation of the series B financing.

(9) The increase from the post-money valuation of series B financing to the pre-money valuation of series C financing was mainly attributed to the initiation of the first-in-human IIT for IMV101 in December 2025. The increase in our Company's valuation upon **[REDACTED]** from Series C financing is primarily due to the research and development progress we achieved and the important milestones reached in 2026 subsequent to Series C financing, including among others, (i) submitted an IND application in relation to IMC002 in the first half of 2026 to conduct a clinical trial in first-line advanced PC patients, (ii) commenced patient enrollment in a Phase I/IIa clinical trial in relation to IMC001 in the first half of 2026, (iii) patient enrollment for registrational Phase III trial in relation to IMC002 expected to be completed by the end of 2026, (iv) initiated an IIT for an in vivo CAR-T cell therapy candidate incubated by our iMAGIC platform for treatment of hematological malignancies (IMV102) in the first half of 2026, and (v) received EC approval for an IIT study for the treatment of solid tumors (IMV103) and is expected to file an IND in the first half of 2027.

3. Basis of Determination of the Consideration

The considerations for each round of [**REDACTED**] Investments were determined based on arm's length negotiation amongst the respective [**REDACTED**] Investors and our Group after taking into consideration of the timing of the investments, the status of our business operations, the R&D status of our products, financial performance of our Group, and our future business prospects.

4. Lock-up Period

Pursuant to the PRC Company Law, all Shares issued by our Company prior to the [**REDACTED**] (including those held by the [**REDACTED**] Investors) are subject to a lock-up period of 12 months commencing from the [**REDACTED**].

5. Use of Proceeds from the [REDACTED] Investments

We utilized the proceeds from the [**REDACTED**] Investments for the principal business of our Group, including but not limited to research and development of our products, the growth and expansion of our business and general working capital purposes. As of June 30, 2026, we have utilized 50.4% of the proceeds from the [**REDACTED**] Investments.

6. Strategic Benefits Brought to Our Company by the [REDACTED] Investors

At the time of the relevant [**REDACTED**] Investments, we believed that our Group could benefit from the additional funds provided by the [**REDACTED**] Investments to our Group and the knowledge and experience of the [**REDACTED**] Investors in the biotech industry. The [**REDACTED**] Investments demonstrated the [**REDACTED**] Investors' confidence in the operations and development of our Group.

7. Compliance with the [REDACTED] Investment Guidance

Given that (i) the consideration for the [**REDACTED**] Investments were settled more than 28 clear days before the first filing of the listing application by our Company with the Stock Exchange; and (ii) the special rights granted to the [**REDACTED**] Investors have been terminated as disclosed in "Special rights granted to the [**REDACTED**] Investors", the Sole Sponsor confirms that the [**REDACTED**] Investments comply with Chapter 4.2 of the Guide for New [**REDACTED**] Applicants.

8. Special Rights of the [REDACTED] Investors

The [**REDACTED**] Investors were granted customary special rights, including but not limited to redemption rights, liquidation rights, right of first refusal, anti-dilution rights, and director nomination rights. No [**REDACTED**] Investor had exercised any redemption right during the Track Record Period. Pursuant to a supplemental agreement to the shareholders' agreement entered into by our Company with, among others, the then Shareholders of the Company dated February 10, 2026, (a) the redemption rights were fully terminated on the day immediately preceding the first submission of the Company's [**REDACTED**] application to the Stock Exchange, which, to the extent that such redemption rights were given by the Group, shall have never had any legal effect; and (b) all other special rights shall be terminated automatically on the day immediately preceding the [**REDACTED**]. See Note 23 to the Accountants' Report as set forth in Appendix I to this document for further details. The termination arrangement provided in the supplemental agreement to the shareholders' agreement aforesaid complies with the requirements under Chapter 4.2 of the Guide.

According to the provisions of Article 5 of the Civil Code of the PRC, civil subjects shall, when engaging in civil activities, follow the principle of voluntariness and establish, alter, or terminate civil legal relations in accordance with their own will. Article 143 stipulates that a civil

legal act shall be valid if it meets the following conditions: (1) the actor has the corresponding capacity for civil conduct; (2) the expression of intent is true; (3) it does not violate the mandatory provisions of laws and administrative regulations, and does not go against public order and good customs. As confirmed by the PRC Legal Advisor, pursuant to a supplemental agreement to the shareholders' agreement entered into by our Company with, among others, the then Shareholders of our Company dated February 10, 2026, the redemption rights were fully terminated on the day immediately preceding the first submission of our Company's [**REDACTED**] application to the Stock Exchange, which, to the extent that such redemption rights were given by our Group, shall have never had any legal effect. Where all parties to the agreement are entities with full capacity for civil conduct and act in accordance with the principle of autonomy of will, the agreement that the relevant clauses shall be "*null and void ab initio*" reflects the true intent of all parties. Moreover, such agreement does not violate the mandatory provisions of applicable laws and administrative regulations, nor does it go against public order and good customs. Therefore, such agreement is considered legally valid.

9. PRC Legal Adviser's Confirmation

As advised by our PRC Legal Adviser, all material regulatory filings relating to the equity transfers, the conversion into a joint stock limited company, and the capital increases described in this section were properly and legally completed.

10. Information about our [REDACTED] Investors

Among our [**REDACTED**] Investors, FHC Shenzhen, SDICVC Fund and Vivo Capital are our Sophisticated Investors. Our Sophisticated Investors have made meaningful investments in our Company at least six months prior to the [**REDACTED**]. To the best of our Directors' knowledge, information, and belief, our [**REDACTED**] Investors and their respective ultimate beneficial owners or controllers (where applicable) are Independent Third Parties.

The background information of our [**REDACTED**] Investors as of the Latest Practicable Date are set out below.

Sophisticated Investors

FHC Shenzhen

FHC Shenzhen is a limited partnership established in the PRC and is our Sophisticated Investor. As of the Latest Practicable Date, the general partner of FHC Shenzhen is Shenzhen Fuxin Shenyao Investment Partnership (Limited Partnership) (深圳復鑫深耀投資合夥企業(有限合夥)) ("**Shenzhen Fuxin**"). The general partner of Shenzhen Fuxin is Shanghai Fosun Pingyao Investment Management Co., Ltd. (上海復星平耀投資管理有限公司) ("**Shanghai Fosun**"), which is in turn wholly-owned by Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) ("**Fosun**"). Fosun is a company listed on the Shanghai Stock Exchange (stock code: 600196) and the Stock Exchange (stock code: 2196). FHC Shenzhen operates as an independent private equity fund, with Shanghai Fujian Equity Investment Fund Management Co., Ltd. (上海復健股權投資基金管理有限公司) ("**Fosun Health Capital**") as its fund manager. Fosun Health Capital has the power to nominate all members of the investment decision committee of FHC Shenzhen and such investment committee is responsible for, among others, approving investments and divestments. As such, Fosun Health Capital has full control over all investment decisions of FHC Shenzhen.

FHC Shenzhen manages capital on behalf of a diversified investor base, including private enterprises, and state-owned enterprises. FHC Shenzhen, as an industrial investor, focuses its investment in biopharmaceutical, cell and gene therapy sectors. As of June 30, 2026, FHC Shenzhen had total assets under management of over RMB1.4 billion, invested in portfolio companies operating in biopharmaceutical, cell and gene therapy sectors, including but not limited to, InxMed

Limited (應世生物公司), Primelink Biopharmaceutical (Shenzhen) Co., Limited (普靈生物醫藥(深圳)有限公司), Shanghai Rona Therapeutics Co., Ltd. (大睿生物醫藥科技(上海)有限公司) and Shenzhen Cellbri Bio-Innovation Technology Co., Ltd. (深圳賽橋生物創新技術有限公司). The investment team of FHC Shenzhen possesses professional and educational expertise fully commensurate with the skill sets required for investment in the biopharmaceutical sector.

As of the Latest Practicable Date, FHC Shenzhen has eight limited partners. Save for Shenzhen Guidance Fund Investment Co., Ltd. (深圳市引導基金投資有限公司) ("**Shenzhen Guidance Fund**"), a wholly state-owned enterprise, which held an approximate 50% limited partnership interest in FHC Shenzhen, no other limited partner held 30% or more of limited partnership interest therein. To the best of our Directors' knowledge, information, and belief, FHC Shenzhen, its general partner, its fund manager, the ultimate controller of its general partner and each of its limited partners are Independent Third Parties.

SDICVC Fund

SDICVC Fund is a limited partnership established in the PRC and is our Sophisticated Investor. As of the Latest Practicable Date, the general partner of SDICVC Fund is SDIC (Guangdong) Venture Capital Management Co., Ltd. (國投(廣東)創業投資管理有限公司) ("**SDICVC Guangdong**"), which is held as to 91% by SDIC Venture Capital Management Co., Ltd. (國投創業投資管理有限公司) ("**SDICVC**"). As of the Latest Practicable Date, the largest shareholder of SDICVC is China SDIC Gaoxin Industrial Investment Corp. Ltd. (中國國投高新產業投資有限公司) ("**SDIC Gaoxin**") which held 40% equity interest in SDICVC, SDIC Gaoxin is held as to approximately 72.36% by the State Development & Investment Corp., Ltd. (國家開發投資集團有限公司) ("**SDIC**"), which in turn is wholly owned by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會).

As of the Latest Practicable Date, SDICVC Fund had total assets under management of approximately RMB15 billion. SDICVC is a leading professional venture fund management institution with a focus on biotech, digital information, advanced manufacturing and material energy sectors and has invested in over 50 biotech companies, including but not limited to, RemeGen Co., Ltd. (榮昌生物製藥(煙台)股份有限公司) (9995.HK), Keymed Biosciences Inc. (康諾亞生物醫藥科技有限公司) (2162.HK) and Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司) (2315.HK).

As of the Latest Practicable Date, SDICVC Fund had 15 limited partners and the interests held by the limited partners in SDICVC Fund ranged from approximately 0.17% to 20.67%. To the best knowledge of our Directors, each of SDICVC Fund, its general partner, SDICVC, SDIC Gaoxin, SDIC and each limited partner is an Independent Third Party.

Vivo Capital

Vivo Capital is a limited partnership established in the PRC and is our Sophisticated Investor. As of the Latest Practicable Date, the general partner of Vivo Capital is Suzhou Vivo Management Consulting Partnership (Limited Partnership) (蘇州維梧管理諮詢合夥企業(有限合夥)), whose general partner is Shanghai Weihan Management Consulting Co., Ltd. (上海維涵管理諮詢有限公司), a company ultimately controlled by Mr. Shan Fu (付山).

As of December 31, 2025, Vivo Capital had total assets under management of approximately RMB8.2 billion. Vivo Capital is a leading investment fund with a focus in the healthcare sector, including biotechnology, pharmaceuticals, medical devices and healthcare services.

As of the Latest Practicable Date, none of the limited partners of Vivo Capital held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Vivo Capital, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Other Investors

Gaorong Ventures

Nanjing Gaorong is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Nanjing Gaorong is Nanjing Gaorong Rongcheng Management Consulting Co., Ltd. (南京高榕榕成管理諮詢有限公司). Nanjing Gaorong Rongcheng Management Consulting Co., Ltd. is wholly owned by Beijing Gaorong Capital Management Consulting Co., Ltd. (北京高榕資本管理諮詢有限公司), which is ultimately owned as to 33.34% by Mr. Zhen Zhang (張震), as to 33.33% by Mr. Bin Yue (岳斌) and as to 33.33% by Mr. Xiang Gao (高翔).

As of the Latest Practicable Date, none of the limited partners of Nanjing Gaorong held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Nanjing Gaorong, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Sanya Gaorong is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Sanya Gaorong is Sanya Ronghong Management Consulting Co., Ltd. (三亞榕鴻管理諮詢有限公司). Sanya Ronghong Management Consulting Co., Ltd. is wholly owned by Beijing Gaorong Capital Management Consulting Co., Ltd. (北京高榕資本管理諮詢有限公司), which is ultimately owned as to 33.34% by Mr. Zhen Zhang (張震), as to 33.33% by Mr. Bin Yue (岳斌) and as to 33.33% by Mr. Xiang Gao (高翔).

As of the Latest Practicable Date, Sanya Gaorong has six limited partners. Save for CPIC Healthcare Industry Private Equity Investment Fund (Shanghai) Partnership (Limited Partnership) (太保大健康產業私募投資基金(上海)合夥企業(有限合夥)) and Taikang Life Insurance Co., Ltd. (泰康人壽保險有限責任公司), which held approximate 33.56% and 33.56% limited partnership interest in Sanya Gaorong, respectively, none of the limited partners of Sanya Gaorong held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Sanya Gaorong, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Jifeng Ventures

Changzhou Jifeng is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Changzhou Jifeng is Pingxiang Kunyuan Equity Investment Management Center (Limited Partnership) (萍鄉坤元股權投資管理中心(有限合夥)) ("**Pingxiang Kunyuan**"). The general partner of Pingxiang Kunyuan is Pingxiang Jifeng Equity Investment Management Partnership (Limited Partnership) (萍鄉濟峰私募基金管理合夥企業(有限合夥)) ("**Pingxiang Jifeng**"), of which the general partner is Jiaxing Jifeng Equity Investment Management Co,. Ltd. (嘉興濟峰股權投資管理有限公司), which is wholly owned by Mr. Zhengkun Yu (余征坤), and Mr. Zhengkun Yu (余征坤) held 80% limited partnership interest therein. As of the Latest Practicable Date, Yangzhou Jiyuan Investment Partnership (Limited Partnership) (揚州濟元投資合夥企業(有限合夥)) ("**Yangzhou Jiyuan**") held 50% of the limited partnership interests of Pingxiang Kunyuan. The general partner of Yangzhou Jiyuan is Mr. Zhengkun Yu (余征坤), and Mr. Xuyu Hu (胡旭宇) held 40% limited partnership interest therein.

As of the Latest Practicable Date, none of the limited partners of Changzhou Jifeng held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Changzhou Jifeng, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Wuhan Jifeng is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Wuhan Jifeng is Pingxiang Kunyuan. The general partner of Pingxiang Kunyuan is Pingxiang Jifeng, of which the general partner is Jiaxing Jifeng Equity Investment Management Co,. Ltd. (嘉興濟峰股權投資管理有限公司), which is wholly owned by Mr. Zhengkun

Yu (余征坤), and Mr. Zhengkun Yu (余征坤) held 80% limited partnership interest therein.As of the Latest Practicable Date, Yangzhou Jiyuan held 50% of the limited partnership interests of Pingxiang Kunyuan. The general partner of Yangzhou Jiyuan is Mr. Zhengkun Yu (余征坤), and Mr. Xuyu Hu (胡旭宇) held 40% limited partnership interest therein.

As of the Latest Practicable Date, none of the limited partners of Wuhan Jifeng held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Wuhan Jifeng, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Delian Capital

Delian Capital is a venture capital firm with a proven track record of over a decade, focusing on investments in technology and healthcare sectors such as intelligent manufacturing, robotics, AI, semiconductors, biomedicine and medtech. Delian Capital has invested in over 100 companies.

As of the Latest Practicable Date, the general partner of Delian Capital is Nanjing Lianhe Yuntong Investment Management Partnership Enterprise (Limited Partnership) (南京聯和運通投資管理合夥企業(有限合夥)) ("**Nanjing Lianhe Yuntong**"). The general partner of Nanjing Lianhe Yuntong is Dazi Delian Investment & Management Co., Ltd. (達孜德聯投資管理有限公司) ("**Dazi Delian**"), which is wholly owned by Beijing Delian Investment & Management Co., Ltd. (北京德聯運通投資管理有限公司) ("**Beijing Delian**"). Beijing Delian is owned as to 60% by Tianjin Xinnuo Enterprise Management Partnership (Limited Partnership) (天津鑫諾企業管理合夥企業(有限合夥)) ("**Tianjin Xinnuo**") and as to 40% by Beijing Guangrunlong Investment Co., Ltd. (北京廣潤隆投資有限公司) ("**Beijing Guangrunlong**"). Tianjin Xinnuo is ultimately controlled by Ms. Jing Jia (賈靜), its general partner, and save for Mr. Quan Li (李權) who held 30% limited partnership interest in Tianjin Xinnuo, none of the limited partners of Tianjin Xinnuo held 30% or more of limited partnership interest therein. Beijing Guangrunlong is wholly owned by Tianjin Jingde Trading Co., Ltd. (天津敬德商貿有限公司), which is ultimately owned as to 60% by Ms. Shumin Liu (劉淑敏) and as to 40% by Mr. Ming Liu (劉明).

As of the Latest Practicable Date, none of the limited partners of Delian Capital held 30% or more of limited partnership interest. To the best knowledge of our Directors, each of Delian Capital, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Yueyin Capital

Yueyin Dingtai is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Yueyin Dingtai is Yueyin Datong (Beijing) Venture Capital Co., Ltd. (約印大通(北京)創業投資有限公司), a company ultimately controlled by Ms. Yufen Zheng (鄭玉芬).

As of the Latest Practicable Date, save for Ningbo Meishan Bonded Port Area Yueyin Deyu Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區約印德裕股權投資合夥企業(有限合夥)), which held 30.34% limited partnership interest in Yueyin Dingtai, none of the other limited partners of Yueyin Dingtai held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Yueyin Dingtai, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Yueyin Xinyuan is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Yueyin Xinyuan is Yueyin Datong (Beijing) Venture Capital Co., Ltd. (約印大通(北京)創業投資有限公司), a company ultimately controlled by Ms. Yufen Zheng (鄭玉芬).

As of the Latest Practicable Date, none of the other limited partners of Yueyin Xinyuan held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Yueyin Xinyuan, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Daoyuan Capital

Daoyuan Guoxin is a limited partnership established in the PRC, primarily focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Daoyuan Guoxin is Daoyuan Capital Management (Beijing) Limited Company (道遠資本管理(北京)有限公司) ("**Tao Capital**"), a company ultimately controlled by Mr. Dafeng Zhang (章達峯). As of the Latest Practicable Date, none of the limited partners of Daoyuan Guoxin held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Daoyuan Guoxin, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Daoyuan Guosheng is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Daoyuan Guosheng is Tao Capital, a company ultimately controlled by Mr. Dafeng Zhang (章達峯). As of the Latest Practicable Date, save for Chengdu Bio-Town and Daoyuan Xihe (Jiaxing) Venture Capital Partnership (Limited Partnership) (道遠熹和(嘉興)創業投資合夥企業(有限合夥)), which held 32.83% and 43.67% limited partnership interest in Daoyuan Guosheng, respectively, none of the other limited partners of Daoyuan Guosheng held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Daoyuan Guosheng, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Taiping Healthcare Fund

Taiping Healthcare Fund is a limited partnership established in the PRC, focusing on biopharmaceuticals, medical devices and diagnostics, medical services, biotechnology, and healthcare informationization, while also extending to related fields such as health technology and health consumption. As of the Latest Practicable Date, the general partner of Taiping Healthcare Fund is Taiping Innovation Investment Management Co., Ltd. (太平創新投資管理有限公司), a company ultimately controlled by China Taiping Insurance Holdings Co., Ltd. (中國太平保險控股有限公司), a company listed on the Stock Exchange (stock code: 0966).

As of the Latest Practicable Date, save for Taiping Life Insurance Co., Ltd. (太平人壽保險有限公司) ("**Taiping Life Insurance**") which held approximately 76.91% limited partnership interest in Taiping Healthcare Fund, none of the other limited partners of Taiping Healthcare Fund held 30% or more of limited partnership interest therein. As of the Latest Practicable Date, Taiping Life Insurance was held as to 75.1% by China Taiping Insurance Holdings Co., Ltd., and none of the other shareholders held 30% or more of its shareholding. To the best knowledge of our Directors, each of Taiping Healthcare Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

GreenPine Capital Partners

GreenPine Cell & Gene Fund is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of GreenPine Cell & Gene Fund is Shenzhen GreenPine Capital Management Co., Ltd. (深圳市松禾資本管理有限公司), a company ultimately controlled by Mr. Fei Luo (羅飛).

As of the Latest Practicable Date, save for Shenzhen Guidance Fund Investment Co., Ltd. (深圳市引導基金投資有限公司) which held approximately 41.67% limited partnership interest in GreenPine Cell & Gene Fund, none of the other limited partners of GreenPine Cell & Gene Fund

held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of GreenPine Cell & Gene Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

GreenPine Healthcare Fund is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partners of GreenPine Healthcare Fund are Chengdu Technology Transfer Venture Capital Co., Ltd. (成都市技轉創業投資有限公司) ("**Chengdu Technology**") and Shenzhen GreenPine International Capital Management Partnership (Limited Partnership) (深圳市松禾國際資本管理合夥企業(有限合夥)) ("**Shenzhen GreenPine**"). Chengdu Technology is a company controlled by Chengdu Industrial Investment Group Co., Ltd. (成都市產業投資集團有限公司), a state-owned enterprise wholly owned by Chengdu State-owned Assets Supervision and Administration Commission (成都市國有資產監督管理委員會). Mr. Fei Luo (羅飛) is the general partner of Shenzhen GreenPine, and none of the limited partners of Shenzhen GreenPine held 30% or more of limited partnership interest therein.

As of the Latest Practicable Date, save for Chengdu Hi-Tech District Chuangketou Angel Equity Investment Fund Partnership (Limited Partnership) (成都高新區創科投天使股權投資基金合夥企業(有限合夥)), which held 44.95% limited partnership interest in GreenPine Healthcare Fund, none of the other limited partners of GreenPine Healthcare Fund held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of GreenPine Healthcare Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Xiangqian Fund

Zibo Yuanxiong is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Zibo Yuanxiong is Shanghai Xiangqian Private Equity Fund Management Limited Company (上海祥乾私募基金管理有限公司) ("**Xiangqian Fund**"), a company ultimately controlled by Mr. Yuping Cheng (程宇平).

As of the Latest Practicable Date, none of the limited partners of Zibo Yuanxiong held 30% or more of limited partnership interest. To the best knowledge of our Directors, each of Zibo Yuanxiong, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Zibo Yuanxin is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Zibo Yuanxin is Xiangqian Fund, a company ultimately controlled by Mr. Yuping Cheng (程宇平).

As of the Latest Practicable Date, none of the limited partners of Zibo Yuanxin held 30% or more of limited partnership interest. To the best knowledge of our Directors, each of Zibo Yuanxin, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Ceyuan Fund

Ceyuan Fund is a limited partnership established in the PRC, focusing on biotechnology and high-tech investment. As of the Latest Practicable Date, the general partner of Ceyuan Fund is Chengdu Gaoxin Yixin Investment Management Co., Ltd. (成都高新壹新投資管理有限公司), a company ultimately controlled by the Finance and State-owned Assets Bureau of Chengdu Hi-Tech Industrial Development Zone (成都高新技術產業開發區財政國資局).

As of the Latest Practicable Date, save for Chengdu Hi-Tech Ceyuan Investment Group Co., Ltd. (成都高新策源投資集團有限公司), which held 70% limited partnership interest in Ceyuan Fund, none of the other limited partners of Ceyuan Fund held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Ceyuan Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Chengdu Bio-Town

Chengdu Bio-Town is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Chengdu Bio-Town is Chengdu Bio-Town Equity Investment Fund Management Co., Ltd. (成都生物城股權投資基金管理有限公司), a company ultimately controlled by Finance and State-owned Assets Bureau of Chengdu Hi-Tech Industrial Development Zone (成都高新技術產業開發區財政國資局).

As of the Latest Practicable Date, Chengdu Bio-Town Equity Investment Co., Ltd. (成都生物城股權投資有限公司) held 99% limited partnership interest in Chengdu Bio-Town. To the best knowledge of our Directors, each of Chengdu Bio-Town, its general partner, the ultimate controller of its general partner and limited partner is an Independent Third Party.

BOHE Angel Fund II

BOHE Angel Fund II is a limited partnership established in the PRC, focusing on investments in the biotechnology sector. As of the Latest Practicable Date, the general partner of BOHE Angel Fund II is Suzhou Industrial Park Bohe Venture Investment Management Partnership (Limited Partnership) (蘇州工業園區薄荷創業投資管理合夥企業(有限合夥)), whose general partner is Suzhou Industrial Park Bohe Venture Capital Management Co., Ltd. (蘇州工業園區薄荷創業投資管理有限公司), a company ultimately controlled by Mr. Yuwen Liu (劉毓文).

As of the Latest Practicable Date, none of the limited partners of BOHE Angel Fund II held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of BOHE Angel Fund II, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Zhenge Tianda

Zhenge Tianda is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Zhenge Tianda is Shenzhen Zhenge Tianheng Venture Capital Co., Ltd. (深圳真格天恆創業新投理有限公司), a company ultimately controlled by Ms. Ling Chen (陳玲).

As of the Latest Practicable Date, save for Shenzhen Angel Investment Guidance Fund Co., Ltd. (深圳市天使投資引導基金有限公司), which held 40% of the limited partnership interest in Zhenge Tianda, none of the other limited partners of Zhenge Tianda directly held 30% or more of the limited partnership interest therein. To the best knowledge of our Directors, each of Zhenge Tianda, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Jianpu Qinzhi

Jianpu Qinzhi is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Jianpu Qinzhi is Shanghai Jianpu Private Fund Management Co., Ltd. (上海簡樸私募基金管理有限公司), a company ultimately controlled by Shanghai Hyp-arch Architectural Design Consultant Co., Ltd. (上海霍普建築設計事務所股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301024).

As of the Latest Practicable Date, none of the limited partners of Jianpu Qinzhi held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Jianpu Qinzhi, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Rongchuang Fund

Rongchuang Fund is a limited partnership established in the PRC, focusing on equity investment. As of the Latest Practicable Date, the general partner of Rongchuang Fund is Chengdu Innovation Venture Capital Co., Ltd. (成都創新風險投資有限公司), a company ultimately controlled by Chengdu State-owned Assets Supervision and Administration Commission (成都市國有資產監督管理委員會).

As of the Latest Practicable Date, save for Chengdu Science and Technology Innovation Investment Group Co., Ltd. (成都科技創新投資集團有限公司) which held approximately 95.98% limited partnership interest in Rongchuang Fund, none of the other limited partners of Rongchuang Fund held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Rongchuang Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Yueke Capital

Yueke Capital is a limited partnership established in the PRC, focusing on biotechnology and high-tech investment. As of the Latest Practicable Date, the general partner of Yueke Capital is Guangdong Yueke Innovation and Entrepreneurship Investment Management Co., Ltd. (廣東省粵科創新創業投資管理有限公司), a company ultimately controlled by Guangdong Yueke Financial Group Co., Ltd. (廣東省粵科金融集團有限公司), a state-owned enterprise wholly owned by the People's Government of Guangdong Province (廣東省人民政府) and the Department of Finance of Guangdong Province (廣東省財政廳).

As of the Latest Practicable Date, none of the limited partners of Yueke Capital held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Yueke Capital, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Suzhou Hongbo Phase II

Suzhou Hongbo Phase II is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Suzhou Hongbo Phase II is Beijing Boru Hongyu Investment Management Co., Ltd. (北京博儒鴻裕投資管理有限公司), a company ultimately controlled by Mr. Hongpin Du (杜鴻玭).

As of the Latest Practicable Date, save for Bright Gene Pharmaceutical Co., Ltd. (博瑞生物醫藥(蘇州)股份有限公司), which held 40% limited partnership interest in Suzhou Hongbo Phase II, none of the other limited partners of Suzhou Hongbo Phase II held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Suzhou Hongbo Phase II, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Shenzhen Angel

Shenzhen Angel is a limited partnership established in the PRC, focusing on next-generation information technology, biotechnology, intelligent manufacturing and other related fields investment.

As of the Latest Practicable Date, the general partner of Shenzhen Angel is Shenzhen Angel Investment Guidance Fund Co., Ltd. (深圳市天使投資引導基金有限公司), which is wholly owned by Shenzhen Guidance Fund Investment Co., Ltd. (深圳市引導基金投資有限公司). As of the Latest Practicable Date, Shenzhen Guidance Fund Investment Co., Ltd. is a state-owned enterprise wholly owned by Bureau of Finance of Shenzhen Municipality (深圳市財政局).

As of the Latest Practicable Date, save for Shenzhen Angel Investment Guidance Fund Co., Ltd., which held approximately 66% limited partnership interest in Shenzhen Angel, none of the other limited partners of Shenzhen Angel held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Shenzhen Angel, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Nanshan Fund

Nanshan Fund is a limited partnership established in the PRC, focusing on biotechnology and high-tech investment. As of the Latest Practicable Date, the general partner of Nanshan Fund is Shenzhen Nanshan Huarong Equity Investment Management Co., Ltd. (深圳南山匯融股權投資管理有限公司), which is in turn wholly owned by Shenzhen Nanshan Strategic Emerging Industry Investment Co., Ltd. (深圳市南山戰略新興產業投資有限公司) ("**Nanshan Strategic Investment**"), a state-owned enterprise wholly owned by Shenzhen Nanshan District Bureau of State-owned Assets Supervision and Administration (深圳市南山區國有資產監督管理局).

As of the Latest Practicable Date, Nanshan Strategic Investment held 99.92% limited partnership interest in Nanshan Fund. To the best knowledge of our Directors, each of Nanshan Fund, its general partner, the ultimate controller of its general partner and limited partner is an Independent Third Party.

Jinsheng Youkang

Jinsheng Youkang is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Jinsheng Youkang is Shenzhen Jinsheng Equity Investment Management Co., Ltd. (深圳市今晟股權投資管理有限公司), a company ultimately controlled by Mr. Wulin Yang (楊梧林).

As of the Latest Practicable Date, save for Zhengzhou Antu Industrial Group Co., Ltd. (鄭州安圖實業集團股份有限公司), which held approximately 47.57% limited partnership interest in Jinsheng Youkang, none of the other limited partners of Jinsheng Youkang held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Jinsheng Youkang, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Luojia Lingsheng

Luojia Lingsheng is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Luojia Lingsheng is Zhuhai Luojia Fangyuan Capital Co., Ltd. (珠海珞珈方圓股權投資管理有限公司), a company ultimately controlled by Mr. Fangshu Fu (傅方澍).

As of the Latest Practicable Date, save for Mr. Renpeng Lin (林仁鵬) who held 73% limited partnership interest in Luojia Lingsheng, none of the other limited partners of Luojia Lingsheng held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Luojia Lingsheng, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Ningbo Dingfeng

Ningbo Dingfeng is a limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Ningbo Dingfeng is Shenzhen Dingfeng Mingdao Asset Management Co., Ltd. (深圳鼎鋒明道資產管理有限公司), a company ultimately controlled by Mr. Zhengxu Chen (陳正旭).

As of the Latest Practicable Date, none of the other limited partners of Ningbo Dingfeng held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Ningbo Dingfeng, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

Changshu Shenggu Fund

Changshu Shenggu Fund is a limited partnership established in the PRC, focusing on biotechnology investment. As of the Latest Practicable Date, the general partner of Changshu Shenggu Fund is Soochow investment Co., Ltd. (東吳創業投資有限公司), a company ultimately controlled by Soochow Securities Co., Ltd. (東吳證券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601555).

As of the Latest Practicable Date, none of the limited partners of Changshu Shenggu Fund held 30% or more of limited partnership interest therein. To the best knowledge of our Directors, each of Changshu Shenggu Fund, its general partner, the ultimate controller of its general partner and each limited partner is an Independent Third Party.

H-SHARE FULL CIRCULATION

Our Company has applied for H-Share Full Circulation to convert the Unlisted Shares into H Shares as per the instructions of our Shareholders. The conversion of Unlisted Shares into H Shares will involve an aggregate of [**REDACTED**] Unlisted Shares (immediately following the Share Subdivision), representing all the issued share capital of our Company as of the Latest Practicable Date (immediately following the Share Subdivision).

PUBLIC FLOAT

Immediately upon completion of the [**REDACTED**] (assuming that the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), our Company will have [**REDACTED**] H Shares, among which:

(a) [**REDACTED**] H Shares to be [**REDACTED**] from Unlisted Shares and [**REDACTED**] on the Stock Exchange (representing approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**] assuming that the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) will not be counted towards the [**REDACTED**] for the purpose of Rule 8.08 of the Listing Rules after the [**REDACTED**], as such Shares are being held by (i) Dr. Sun, Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu, being our Single Largest Group of Shareholders; (ii) FHC Shenzhen, Zhenge Tianda, GreenPine Cell & Gene Fund, Yueke Capital, Nanshan Fund and Shenzhen Angel. As more than 30% of the equity interests of FHC Shenzhen, Zhenge Tianda, GreenPine Cell & Gene Fund, Yueke Capital, Nanshan Fund and Shenzhen Angel ("**GD Control Entities**") are ultimately under the supervision and management of the State-owned enterprises in Guangdong Province, and GD Control Entities collectively will hold more than 10% of our total issued Shares upon [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), the H Shares held by them will not be counted towards the [**REDACTED**] for the purpose of Rule 8.08 of the Listing Rules after the [**REDACTED**];

(b) [**REDACTED**] H Shares to be [**REDACTED**] from Unlisted Shares and [**REDACTED**] on the Stock Exchange (representing approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**] assuming that the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), will be counted towards the [**REDACTED**] for the purpose of Rule 8.08 of the Listing Rules after the [**REDACTED**], as such Shares are not held by persons who are core connected persons of our Company upon [**REDACTED**] nor are they accustomed to take instructions from our Company's core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares and their acquisition of Shares were not financed directly or indirectly by our Company's core connected persons; and

(c) [**REDACTED**] H Shares to be issued under the [**REDACTED**] (representing approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**]) will be counted towards the [**REDACTED**] for the purpose of Rule 8.08 of the Listing Rules after the [**REDACTED**], assuming that (i) the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised and (ii) none of the following persons will take part in the [**REDACTED**]: our Company's core connected persons, any persons who are accustomed to take instructions from our Company's core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares, and any person whose acquisition of Shares were financed directly or indirectly by our Company's core connected persons.

Pursuant to Rule 19A.13A(1) of the Listing Rules, where the expected [**REDACTED**] at the time of [**REDACTED**] of our Company's H Shares does not exceed HK$[**REDACTED**], at least [**REDACTED**] of the total number of H Shares must at the time of the [**REDACTED**] be held by the [**REDACTED**]. With respect to the indicative [**REDACTED**] Range of HK$[**REDACTED**], HK$[**REDACTED**] and HK$[**REDACTED**] per [**REDACTED**] (being the [**REDACTED**], [**REDACTED**] and the [**REDACTED**], respectively), the expected market capitalization of the Company's H Shares would not exceed HK$[**REDACTED**]. Immediately following completion of the [**REDACTED**] (assuming that the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), the total number of the H Shares expected to be held by the [**REDACTED**] represents approximately [**REDACTED**]% of our total issued Shares upon [**REDACTED**], which will satisfy the [**REDACTED**] requirement under Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules.

FREE FLOAT

Rule 19A.13C of the Listing Rules provides that, there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. This will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000.

On the basis that (i) no [**REDACTED**] will be allocated under the [**REDACTED**] to any core connected person of our Company or person which is not regarded as a member of the [**REDACTED**] under Rule 8.24 of the Listing Rules, (ii) all Shares held by existing Shareholders are subject to lock-up undertakings and therefore are excluded for the purpose of satisfying the [**REDACTED**] requirement, based on the issue of [**REDACTED**] H Shares (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) and the [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**] (being the [**REDACTED**] of the [**REDACTED**] range), our Company will satisfy the [**REDACTED**] requirement under Rule 19A.13C(1)(a) of the Listing Rules.

OUR CAPITALIZATION

As of the Latest Practicable Date and immediately after completion of the [**REDACTED**], assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised, a summary of the capitalization of our Company is set out as follows:

Name of Shareholder	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED] (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised)		Whether the H Shares will be counted towards the [REDACTED]
	Number of Shares	Approximate Ownership Percentage	Number of H Shares	Approximate Ownership Percentage	
		(%)		*(%)*	
Our Single Largest Group of Shareholders[1]					
Dr. Sun	2,352,222	4.95	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Haiyi	6,138,600	12.93	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Yizhong	2,500,001	5.27	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Yimu	870,001	1.83	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**11,860,824**	**24.98**	[REDACTED]	[REDACTED]	
Other Shareholders					
GD Control Entities					
FHC Shenzhen	7,200,114	15.16	[REDACTED]	[REDACTED]	[REDACTED]
GreenPine Cell & Gene Fund	907,291	1.91	[REDACTED]	[REDACTED]	[REDACTED]
Zhenge Tianda	946,825	1.99	[REDACTED]	[REDACTED]	[REDACTED]
Yueke Capital	707,309	1.49	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen Angel	686,477	1.45	[REDACTED]	[REDACTED]	[REDACTED]
Nanshan Fund	552,789	1.16	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**11,000,805**	**23.16**	[REDACTED]	[REDACTED]	
SDICVC Fund	5,347,947	11.26	[REDACTED]	[REDACTED]	[REDACTED]
Delian Capital	2,420,242	5.10	[REDACTED]	[REDACTED]	[REDACTED]
Yueyin Capital[2]					
Yueyin Dingtai	1,073,902	2.26	[REDACTED]	[REDACTED]	[REDACTED]
Yueyin Xinyuan	800,890	1.69	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**1,874,792**	**3.95**	[REDACTED]	[REDACTED]	
Vivo Capital	1,768,273	3.72	[REDACTED]	[REDACTED]	[REDACTED]
Daoyuan Capital[3]					
Daoyuan Guosheng	726,073	1.53	[REDACTED]	[REDACTED]	[REDACTED]
Daoyuan Guoxin	715,068	1.51	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**1,441,141**	**3.04**	[REDACTED]	[REDACTED]	
Taiping Healthcare Fund	1,414,618	2.98	[REDACTED]	[REDACTED]	[REDACTED]
GreenPine Healthcare Fund	302,431	0.64	[REDACTED]	[REDACTED]	[REDACTED]
Xiangqian Fund[4]					
Zibo Yuanxiong	968,097	2.04	[REDACTED]	[REDACTED]	[REDACTED]
Zibo Yuanxin	178,984	0.38	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**1,147,081**	**2.42**	[REDACTED]	[REDACTED]	
Ceyuan Fund	1,073,902	2.26	[REDACTED]	[REDACTED]	[REDACTED]
Chengdu Bio-Town	1,038,105	2.19	[REDACTED]	[REDACTED]	[REDACTED]
BOHE Angel Fund II	972,222	2.05	[REDACTED]	[REDACTED]	[REDACTED]

Name of Shareholder	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED] (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised)		Whether the H Shares will be counted towards the [REDACTED]
	Number of Shares	Approximate Ownership Percentage	Number of H Shares	Approximate Ownership Percentage	
		(%)		(%)	
Gaorong Ventures[5]					
Nanjing Gaorong	892,420	1.88	[REDACTED]	[REDACTED]	[REDACTED]
Sanya Gaorong	480,534	1.01	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**1,372,954**	**2.89**	[REDACTED]	[REDACTED]	
Jifeng Ventures[6]					
Changzhou Jifeng	474,823	1.00	[REDACTED]	[REDACTED]	[REDACTED]
Wuhan Jifeng	440,479	0.93	[REDACTED]	[REDACTED]	[REDACTED]
Subtotal:	**915,303**	**1.93**	[REDACTED]	[REDACTED]	
Jianpu Qinzhi	871,607	1.84	[REDACTED]	[REDACTED]	[REDACTED]
Rongchuang Fund	715,935	1.51	[REDACTED]	[REDACTED]	[REDACTED]
Suzhou Hongbo Phase II	707,309	1.49	[REDACTED]	[REDACTED]	[REDACTED]
Jinsheng Youkang	552,789	1.16	[REDACTED]	[REDACTED]	[REDACTED]
Luojia Lingsheng	242,024	0.51	[REDACTED]	[REDACTED]	[REDACTED]
Ningbo Dingfeng	228,826	0.48	[REDACTED]	[REDACTED]	[REDACTED]
Changshu Shenggu Fund	212,193	0.45	[REDACTED]	[REDACTED]	[REDACTED]
Other public Shareholders	**–**	–	[REDACTED]	[REDACTED]	[REDACTED]
Total	**47,481,322**	**100.00**	[REDACTED]	[REDACTED]	

Notes:

(1) As of the Latest Practicable Date, Dr. Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu, which held 12.93%, 5.27% and 1.83% of our total issued share capital, respectively. As of the Latest Practicable Date, Dr. Sun, Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu are our Single Largest Group of Shareholders, see the section headed "Relationship with Our Single Largest Group of Shareholders" for details.

(2) See "— [**REDACTED**] Investments — Information about our [**REDACTED**] Investors — Yueyin Capital" in this section for details.

(3) See "— [**REDACTED**] Investments — Information about our [**REDACTED**] Investors — Daoyuan Capital" in this section for details.

(4) See "— [**REDACTED**] Investments — Information about our [**REDACTED**] Investors — Xiangqian Fund" in this section for details.

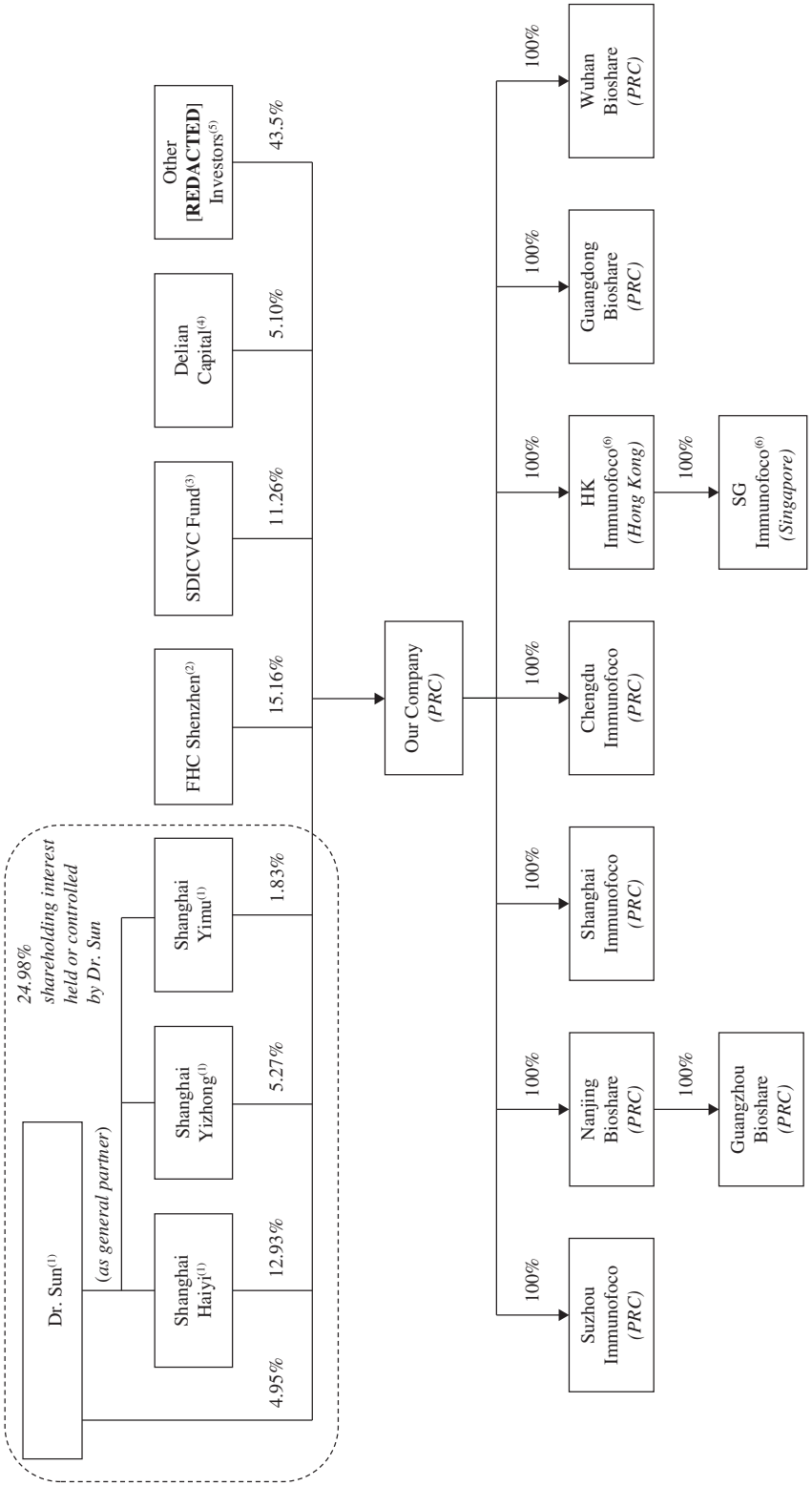
(5) See "— [**REDACTED**] Investments — Information about our [**REDACTED**] Investors — Gaorong Ventures" in this section for details.

(6) See "— [**REDACTED**] Investments — Information about our [**REDACTED**] Investors — Jifeng Ventures" in this section for details.

CORPORATE STRUCTURE IMMEDIATELY BEFORE COMPLETION OF THE [REDACTED]

Corporation structure immediately before the [REDACTED]

The chart below sets out the shareholding structure of our Group immediately before completion of the [**REDACTED**]:



Notes:

(1) As of the Latest Practicable Date, Dr. Sun, Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu are our Single Largest Group of Shareholders, Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu are controlled by Dr. Sun in her capacity as their general partner. See the section headed "Relationship with Our Single Largest Group of Shareholders" for details.

(2) FHC Shenzhen is our Sophisticated Investor. See "— Information about our **[REDACTED]** Investors" in this section for details.

(3) SDICVC Fund is our Sophisticated Investor. See "— Information about our **[REDACTED]** Investors" in this section for details.

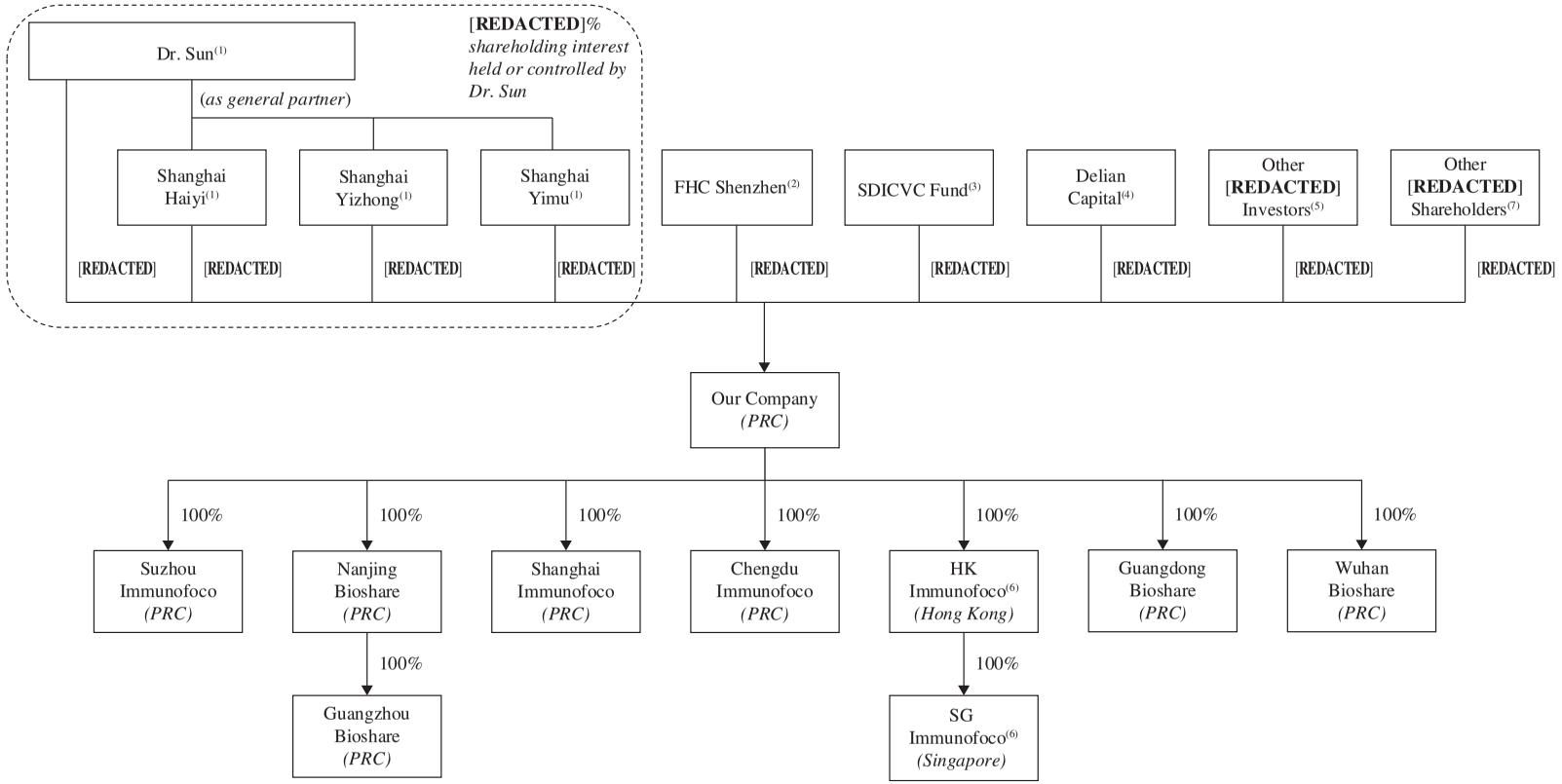
(4) Delian Capital is an independent limited partnership established in the PRC. As of the Latest Practicable Date, the general partner of Delian Capital is Nanjing Lianhe Yuntong. See "— Information about our **[REDACTED]** Investors" in this section for details.

(5) Other **[REDACTED]** Investors comprise 28 other Shareholders who are our **[REDACTED]** Investors, each holding less than 5% equity interests in our Company immediately before completion of the **[REDACTED]**. See "— **[REDACTED]** Investments" and "— Our Capitalization" in this section for details.

(6) HK Immunofoco and SG Immunofoco are our subsidiaries incorporated in Hong Kong and Singapore, respectively, which do not have any operations as of the Latest Practicable Date.

CORPORATE STRUCTURE IMMEDIATELY FOLLOWING COMPLETION OF THE [REDACTED]

The chart below sets out the shareholding structure of our Group immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised):



Note: For notes (1) to (6), see "— Corporate Structure Immediately before Completion of the [**REDACTED**]" above. For the H Shares held by each of the Shareholders, please see "— Our Capitalization" above.

For note (7), see "— Our Capitalization" above.

OVERVIEW

We are an innovative cell therapy company, with a potential best-in-class anti-CLDN18.2 CAR-T cell therapy candidate (IMC002) that is the second-most clinically advanced CAR-T cell therapy for treatment of solid tumors globally and is currently the subject of a registrational clinical trial, as well as a potential first-in-class clinical stage anti-EpCAM CAR-T cell therapy candidate (IMC001) and a proprietary manufacturing process for *ex vivo* CAR-T with anticipated prominent cost advantages, which enables significant market potential based on the large number of solid tumor patients in China and worldwide. We have also formed a "dual engine" growth model featuring both *ex vivo* and *in vivo* CAR-T cell therapies, with our differentiated iMAGIC *in vivo* CAR-T platform to develop real "off-the-shelf" products and expand potential therapeutic areas.

In 2025, the size of the global market for oncology drugs was US$278.2 billion, representing the single largest therapeutic area in the global pharmaceutical market. CAR T-cell therapy has revolutionized cancer treatment in the past decade and has shown remarkable efficacy in hematological malignancies. However, translating CAR-T cell therapies to solid tumors presents multiple challenges, including T-cell exhaustion, on-target off-tumor toxicity, immunosuppressive tumor microenvironment and antigen heterogeneity, long vein to vein time and high cost. Once these challenges have been addressed, there is tremendous potential for growth in the market for CAR-T cell therapies as treatments for solid tumors. According to Frost & Sullivan, the global market for CAR-T cell therapies is expected to grow from US$6.2 billion in 2025 to US$34.1 billion in 2035, representing a CAGR of 18.6%, while the market for CAR-T cell therapies in China is expected to grow exponentially from RMB1.5 billion in 2025 to RMB47.0 billion in 2035, and the growth in these markets is expected to be driven by the rising incidence of solid tumors and the increasing advancement of corresponding CAR-T technologies into clinical stages. Moreover, we are developing *in vivo* CAR-T cell therapy candidates covering indications of solid tumors, hematological malignancies and auto-immune diseases, which we believe will enable us to capture market share in additional very substantial markets.

We believe that we are well positioned to capitalize on the anticipated strong growth of the global and China markets for CAR-T-cell therapies based on our unique constellation of competitive strengths, including the following:

- Our Core Product candidate IMC002, targeting CLDN18.2, which is the second most clinically advanced CAR-T cell therapy for treatment of solid tumors worldwide. Although no head-to-head studies have been conducted to date, we believe that IMC002 has best-in-class (BIC) potential based on the efficacy results and the safety results that we achieved (derived from its appropriate activation and low-exhaustion CAR construct) in our Phase I/IIa trial for gastric cancer and pancreatic cancer. Moreover, based on long-term complete responses achieved by patients in clinical trials of IMC002, we believe that IMC002 boasts the potential of achieving long-term drug-free survival with only one-dose infusion.

- IMC001, an EpCAM-directed CAR-T cell therapy. According to Frost & Sullivan, IMC001 is the only EpCAM-directed CAR-T cell therapy candidate worldwide that has obtained IND approvals from both the U.S. FDA and the NMPA of China and has entered a Phase I clinical trial, and on this basis we believe that IMC001 has first-in-class (FIC) potential. It has potential utility for the treatment of many epithelial-derived tumors (including gastric cancer, colorectal cancer, ovarian cancer, and breast cancer, among others), and it also effectively addresses circulating tumor cells and metastatic tumors due to their high level of EpCAM expression. This echoes with our core tumor management strategy of using CAR-T cells as adjuvant treatment to prevent the recurrence of solid tumors after radical surgery, or as neoadjuvant treatment, to reduce tumour burden and convert the non-operable patients to be operable, and to eliminate metastases and prevent recurrence.

- Our proprietary FOCO-CAR process. Together with our closed linear production model, we anticipate that our FOCO-CAR process will give us a cost-effective advantage in the production of our *ex vivo* CAR-T cell therapy products, and our production facilities are commercial-ready, with sufficient capacity for early commercial-stage production, at our Suzhou facility. Our projected cost of goods (COG) per batch of CAR-T cells at full capacity of our existing production facilities is lower than Frost & Sullivan estimate of the industry standard COG per batch (such as for a China-based commercial stage CAR-T cell therapy company (see "— Chemistry, Manufacturing and Controls — Process Design").

- Our differentiated *in vivo* CAR-T cell therapy platform (iMAGIC) to address current limitations on commercial accessibility (including logistical complexity, long production times, scalability, and cost). Based on our iMAGIC platform, we have generated two *in vivo* CAR-T cell therapy candidates for treatment of B-cell malignancies (IMV101 and IMV102) targeting CD19 and BCMA, respectively, with potential for treatment of autoimmune diseases. Additionally, we have generated an *in vivo* CAR-T cell therapy candidate (IMV103) targeting CLDN18.2 for treatment of solid tumors and an *in vivo* CAR-T cell therapy candidate (IMV104) dual-targeting CD19 and CD20 for treatment of B-cell disorders. An IIT of IMV101 was commenced in December 2025, and an IIT relating to IMV102 as a treatment for multiple myeloma (MM) was commenced in April 2026. In addition, we currently expect to submit an IND application relating to IMV103 in the first half of 2027 and to commence an IIT following receipt of the requisite regulatory approvals.

- Our Armored CAR-T platforms (SNR, Peri Cruiser®, T-Booster, and SolidGuard), which aim to address current limitations on clinical performance of CAR-T cell therapies for solid tumors, such as antigen heterogeneity, on-target off-tumor toxicity, T cell exhaustion, low tumor tissue infiltration and immunosuppressive tumor microenvironment.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED "WARNING" ON THE COVER OF THIS DOCUMENT.

The following charts provide information concerning our product pipeline as of the Latest Practicable Date:

01 EX VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
★ IMC002[1] (Core Product)	CLDN 18.2	Second Generation CAR-T	CLDN18.2 Positive GC/GEJ[2]	3L/3L+	Phase I clinical trial	China NMPA	Chinese Mainland	2025/08 Initiation of registrational Phase III study 2027 NDA submission
			CLDN18.2 Positive PC	2L/2L+	Phase I clinical trial	China NMPA	Chinese Mainland	2025/09 Completion of Phase I/IIa study
			CLDN18.2 Positive PC[3]	1L	Phase I clinical trial	China NMPA	To be launched	2026H1 IND submitted 2027 initiate Phase II subject to IND approval
IMC001	EpCAM	Second Generation CAR-T	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	Phase I clinical trial	China NMPA	Chinese Mainland	2026H1 Phase I/IIa study initiated 2027 Phase I/IIa read-out
IMC008	CLDN18.2/ NKG2DL	SNR	CLDN18.2 Positive Solid Tumors	Late-Lines	IND	China NMPA	Chinese Mainland	/
IMC003	EpCAM	Peri Cruiser®	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	IND	China NMPA	To be launched	/
IMC004	CLDN 18.2	T-booster	CLDN18.2 Positive Solid Tumors	Late-Lines	IND	China NMPA	To be launched	/

02 IN VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
IMV101	CD19	iMAGIC	B-Cell Malignancies	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	2025Q4 IIT initiated 2027 IIT study read-out
	CD19	iMAGIC	Autoimmune Diseases	Refractory	Pre-clinical/ IIT	China NMPA	To be launched	/
IMV102	BCMA	iMAGIC	Multiple Myeloma	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	2026H1 IIT initiated 2027 IIT read-out
IMV103	CLDN18.2	iMAGIC	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	2027 IND filing
IMV104	CD19/CD20	iMAGIC	B-Cell Disorders	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/

Abbreviations: CLDN18.2 = Claudin 18.2; EpCAM = epithelial cell adhesion molecule; NKG2DL = natural killer group 2D ligands; BCMA = B-cell maturation antigen; GC = gastric cancer; GEJ = gastroesophageal junction adenocarcinoma; NMPA = National Medical Products Administration; FDA = Food and Drug Administration

Notes:

(1) We have in-licensed certain intellectual property rights relating to the VHH antibody that is incorporated in the design of IMC002 from a third party. For further information, see "— Intellectual Property — In-licensed intellectual property rights" below.

(2) IMC002 is in a registrational Phase III clinical trial for advanced gastric cancer that was approved by the NMPA in August 2025. We currently expect to file an NDA with respect to IMC002 for advanced gastric cancer with the NMPA in 2027.

(3) We filed an IND application for a clinical trial of IMC002 as a first line treatment for pancreatic cancer with the NMPA in June 2026. The design of this trial also includes a second-line pancreatic cancer cohort for patients who show progressive disease after three rounds of chemotherapy.

OUR COMPETITIVE STRENGTHS

Innovative cell therapy company, with potential best-in-class and first-in-class clinical stage product candidates for treatment of solid tumors and a "dual engine" growth model featuring both *ex vivo* and *in vivo* CAR-T cell therapies at reasonable and affordable cost

According to Frost & Sullivan, (1) our potential best-in-class product candidate IMC002 directed to CLDN18.2 is the second-most clinically advanced CAR-T cell therapy for treatment of solid tumors worldwide and (2) our product candidate IMC001 is the only EpCAM-directed CAR-T candidate worldwide that has obtained IND approvals from both the U.S. FDA and the NMPA of China and has entered a Phase I clinical trial. With our ambition to cure solid tumors with cell therapy products, we have formulated the treatment strategy using CAR-T cells as a neoadjuvant therapy to shrink unresectable tumors to resectable ones and to destroy micro-metastases and free circulating tumor cells; and we have achieved multiple cases in our clinical trials who experienced durable complete responses with a single dose, either as mono-therapy treatment or in combination with radical surgery. We also possess multiple technology platforms, especially our differentiated iMAGIC *in vivo* cell therapy platform, which has incubated two products that currently are in IIT stage and one additional product that is expected to enter the IND filing stage in the first half of 2027. According to Frost & Sullivan, we are one of the most advanced companies worldwide in terms of the simultaneous clinical development of *ex vivo* CAR-T cell therapy for solid tumors and *in vivo* CAR-T cell therapy for diverse disease areas, which gives us a "dual-engine" growth model. In addition, we believe that our FOCO-CAR process not only ensures reliable and consistent product quality, but also significantly enhances production scalability and helps us to manage manufacturing costs. This allows our product to achieve greater cost-effectiveness while maintaining consistent therapeutic performance, thereby offering a more competitive value proposition in the market.

Our technology platforms

We have developed a comprehensive suite of technology platforms to address the most significant challenges that are associated with current CAR-T cell therapies, including *ex vivo* and *in vivo* platforms that together give us a "dual-engine' growth model.

Our matured and well-established second-generation *ex vivo* CAR-T cell therapy platform has incubated two products that have entered clinical trials, i.e., IMC002 and IMC001. In addition, to address the pain points of affordability and scalability that are typically associated with the traditional *ex vivo* CAR-T cell therapies, we have developed a differentiated *in vivo* CAR-T cell therapy platform called "iMAGIC" based on a novel lentiviral vector specifically recognizing and transducing T cells in situ. The platform incorporates a de-targeted MxV glycoprotein (MxV-G) that has been optimized using artificial intelligence-driven design approaches. When combined with our proprietary T cell-targeting module, the iMAGIC platform enables the selective activation and transduction of T cells directly in vivo while minimizing off-target gene delivery to non-T cells. The iMAGIC platform has been validated across multiple preclinical models and projects, including those targeting CD19 (IMV101), BCMA (IMV102), CLDN18.2 (IMV103) and CD19/CD20 (IMV104).

Moreover, to overcome the major challenges associated with CAR-T therapies, we have laid out a series of Armored CAR-T technology platforms purposefully to enhance clinical performance. These include our Synthetic NKG2D Receptor (SNR) platform, which is designed to mitigate tumor antigen heterogeneity; our Peri Cruiser® platform, which is aimed to reduce on-target, off-tumor toxicity; our T-Booster platform, which is designed to address T cell exhaustion and T cell tumor infiltration; and our SolidGuard platform, which is designed to mitigate immunosuppressive tumor microenvironment (TME). Collectively, these platforms are intended to enhance tumor coverage, durability, and safety of CAR-T therapies and may be deployed in both *ex vivo* and *in vivo* settings, providing a flexible technological foundation to support the continuous expansion of our product pipeline.

Our industry-leading CMC and production capabilities

In addition to our industry-leading scientific research and development capabilities, as exemplified by our clinical-stage candidates and technology platforms, we have also devoted substantial resources to enhancement of our CMC and production capabilities. Since product delivery time and overall product affordability are embedded in the industry DNA, we have redefined the value chain of the traditional CMC and production processes through process engineering, establishing efficient and economical process named *"FOCO-CAR"*. The FOCO-CAR process showcases our four core principles — *"Fast, Optimized, Cost-down, and Organized"* — that collectively streamline product delivery efficiency while keeping manufacturing costs budget-friendly. This unique process plus a closed linear production model has shortened the vein-to-vein time, simplified the process operations, improved the utilization efficiency of the facility and equipment, and reduced the costs throughout the entire production process, successfully addressing the two core pain points in patient waiting time and affordability. The platform is commercial-ready, with sufficient capacity for early commercial-stage production, and its robustness has been well validated at our Suzhou facility. As of the latest Practicable Date, we have achieved a 100% success rate in our Phase I/IIa clinical-stage manufacturing of IMC002.

Potential best-in-class and first-in-class clinical-stage CAR-T cell therapy candidates

Based on our matured and well-established second-generation *ex vivo* CAR-T cell therapy platform, we have generated a CAR-T cell therapy candidate directed to CLDN-18.2 (IMC002), which we believe has BIC potential, and a CAR-T cell therapy candidate directed to EpCAM (IMC001), which we believe has FIC potential. Both of these candidates are already in the clinical stage of development.

IMC002 — potential best-in-class anti-CLDN18.2 CAR-T cell therapy candidate for solid tumors with significant advantages in terms of efficacy, safety, and reliable product quality and affordability, addressing key industry pain points

IMC002 is a CAR-T cell therapy for treatment of CLDN18.2-positive solid tumors such as gastric cancer and pancreatic cancer, having achieved a median progression-free survival (mPFS) of 6.9 months and a median overall survival (mOS) of 18.2 months in 3L/3L+ gastric cancer patients treated with the recommended Phase II dose (RP2D) in its Phase I/IIa clinical trial (IMC002-RT01). Although no head-to-head studies have been conducted, we believe these data indicate potential best-in-class efficacy for IMC002. In July 2022 and September 2024, respectively, the U.S. FDA granted Orphan Drug Designation with respect to IMC002 as a treatment for gastric cancer and pancreatic cancer, respectively, and the FDA also granted Fast Track Designation with respect to IMC002 as a treatment for gastric cancer in December 2024 as well as Regenerative Medicine Advanced Therapy (RMAT) designation in December 2025, all of which serve as a testament to the innovativeness of IMC002.

Market opportunity

The market opportunity for IMC002 is substantial. According to Frost & Sullivan, 70-80% of gastric cancer patients have CLDN18.2 expression whereas only 10.4~20.2% and 17~50% of gastric cancer patients express HER2 and PD-L1, respectively. Moreover, there are substantial unmet medical needs in the treatment of gastric cancer and pancreatic cancer. For example, the median progression-free survival (mPFS) and the median overall-survival (mOS) with current standard regimen for third-line gastric cancer, such as Apatinib, is only approximately 2.6 months and less than 6.5 months, respectively. With respect to pancreatic cancer, the mPFS and mOS remain very low, given its high degree of malignancy. Although antibody-drug conjugates (ADCs) that are currently in clinical development offer an alternative treatment, their clinical performance is limited and accompanied by accumulative systemic toxicity, often resulting in dose reduction and treatment termination. As a result, there is an urgent demand for innovative therapeutic agents.

Competitive advantages

IMC002 has a number of core advantages:

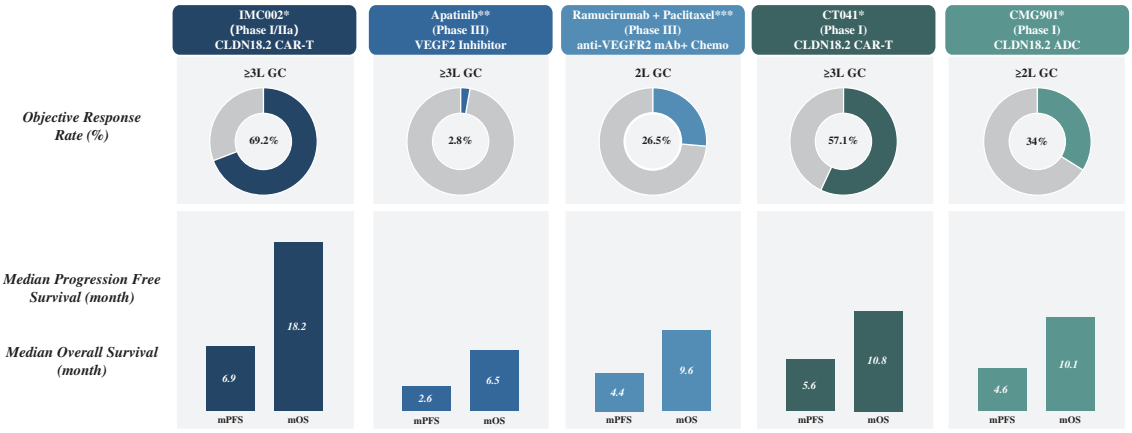
Optimized CAR structure with low exhaustion phenotype and high specificity

The sequence of IMC002 (including the VHH binder as well as the hinge, transmembrane domain and intracellular activation-costimulatory domain) provides an appropriate activation profile and the attenuated tonic signaling, leading to the advantages of minimized exhaustion phenotype, enhanced durability of the CAR-T cells and augmented antitumor efficacy. From the safety perspective, appropriate activation also leads to moderate cytokine release. IMC002 features a high-specificity VHH nanobody that binds only to Claudin 18.2 while avoiding Claudin 18.1, which is highly expressed in non-cancerous lung tissue, leading to lower risk of off-target toxicities. As shown in the paper that we published in the journal *Molecular Cancer Therapeutics* in November 2025, IMC002 demonstrated potent antitumor efficacy in cell derived xenografts (CDXs) and patient derived xenografts (PDXs) model of both gastric cancer and pancreatic cancer. IMC002 showed favorable safety profile and reduced on-target off-tumor toxicity as compared to several scFv-based CARs directed to CLDN18.2.

Favorable clinical data

Due to these core advantages, we achieved favorable efficacy and safety results in our Phase I/IIa clinical trial and the IIT of IMC002 for advanced digestive tract tumor patients, especially advanced gastric cancer patients who have failed at least two prior systemic therapies and advanced pancreatic cancer patients who have failed at least one prior systemic treatment.

The following graphs provide key efficacy data concerning IMC002 and selected other treatments for advanced gastric cancer:



*: at recommended Phase II dose

**: under the CSCO Guidelines, Apatinib is the current third-line standard of care for gastric cancer

***: under the CSCO Guidelines, Ramucirumab + Paclitaxel is the current second-line standard of care for gastric cancer

Notably, in the Phase I/IIa clinical trial of IMC002, one patient achieved complete response (CR) per RECIST 1.1, with complete elimination of all tumor tissues 36 weeks post-infusion of IMC002 and had sustained CR through the most recent follow-up evaluation (July 2026) for more than 96 weeks without any additional antitumor treatments. Complementarily, in the IIT study of IMC002, another patient achieved pathological complete response (pCR) after a single dose. As of the latest assessment (January 2026, 152 weeks after infusion), the patient's pCR was sustained, underscoring the durability of single dose efficacy.

Safety assessments confirmed an excellent tolerability profile with no dose-limiting toxicities (DLT) during dose-escalation, manageable treatment-related adverse events (TRAEs), and cytokine release syndrome (CRS) occurring primarily as Grade 1 and 2 with no Grade ≥3 events. Although no head-to-head trials have been conducted, we believe that these data indicate BIC potential for IMC002, in terms of both efficacy and safety, when benchmarked against current third-line standard-of-care (SOC) regimens for CLDN18.2-positive gastric cancer (such as apatinib) and investigational cell therapies.

Cost-effectiveness by design

Based on the rich industry experience of CAR-T, we have designed our unique FOCO-CAR process and closed linear production mode. This has reduced the variable cost per case including the cost of raw material (LVV, etc.) and quality control, optimized the utilization and turnover rate of the facility and equipment, thereby reducing the fixed cost allocation and significantly enhancing the accessibility for patients.

Potential for earlier-line expansion

Building on this foundation, we intend to explore IMC002's potential in earlier lines of gastric cancer therapy and as a first-line pancreatic cancer treatment. These extensions aim to broaden patient access and address unmet needs across oncological settings.

IMC001 — potential first-in-class anti-EpCAM CAR-T cell therapy for treatment of a wide range of epithelial-derived tumors, with additional applications to target metastatic tumors and circulating tumor cells

IMC001 is an anti-EpCAM CAR-T cell therapy for treatment of a wide range of epithelial-derived tumors, with additional applications to target metastatic tumors and circulating tumor cells.

The market opportunity for IMC001 is substantial, as EpCAM-positive tumors represent a very large market. According to Frost & Sullivan, they account for more than 80% of all tumors, affecting skin, breasts, kidney, liver, ovaries, pancreas, prostate, head and neck, and the gastrointestinal tract, etc. In addition, according to Frost & Sullivan, EpCAM is expressed at detectable levels in over 90% of gastric cancer patients, over 97% of colorectal cancer (CRC) patients, approximately 73% of ovarian cancer patients, and 62% of triple-negative breast cancer (TNBC) patients. Notably, TNBC is an aggressive subtype with limited targeted therapy options, making EpCAM a promising therapeutic target to address unmet clinical need.

According to Frost & Sullivan, IMC001 is the only EpCAM-directed CAR-T cell therapy candidate worldwide that has obtained IND approvals from both the FDA and the NMPA and has entered a Phase I clinical trial, and on this basis we believe that IMC001 has first-in-class potential.

IMC001 has a number of core advantages: (i) IMC001 has the potential to address a broad range of indications due to the widespread expression of EpCAM across epithelial-derived tumors, which may translate into a larger addressable market; (ii) IMC001 has demonstrated a clinically meaningful therapeutic window for the treatment of advanced gastric cancer as shown in the IIT studies, such as an ORR of 40%, mOS of 13.8 months in the middle dose group of IMC001 CT-03 study (whereas, according to Frost & Sullivan, bispecific antibody targeting EpCAM such as Removab has failed to demonstrate a therapeutic window for the treatment of solid tumors); and (iii) it also effectively addresses circulating tumor cells and metastatic tumors due to their high level of EpCAM expression, enables IMC001 as a potential adjuvant treatment to prevent the recurrence of solid tumors after radical surgery, or as a neoadjuvant treatment, to reduce tumour burden and convert the non-operable patients to be operable.

One patient was eligible for surgery at week 27 post-infusion when he achieved confirmed PR with 2 consecutive tumor evaluations. As of the latest evaluation (November 2024), this patient remained alive, with survival maintained over 30 months post-infusion. This case underscores IMC001's potential for wide clinical applications, including therapeutic conversion. In August 2025, the results of this IIT plus IMC001 preclinical data were reported in the journal *Molecular Therapy*.

While many tumor antigens may lose their expression during metastasis, EpCAM acts as a biomarker of circulating tumor cells and is often highly expressed in CTCs and metastatic lesions. As a result, IMC001 can also target circulating tumor cells and metastatic tumors. This gives us the potential to address additional immense unmet medical needs, as recurrence and metastasis is the proximate cause of approximately 90% of cancer deaths.

Differentiated *in vivo* CAR-T cell therapy platform (iMAGIC) and "armored" CAR-T technology platforms to address the most significant pain points of traditional CAR-T cell therapy

In addition to our well-established second-generation *ex vivo* CAR-T cell therapy platform, we have also established other technology platforms to address the most significant pain points of traditional CAR-T cell therapy:

Our in vivo CAR-T cell therapy platform

The utility of traditional *ex vivo* CAR-T cell therapy is limited by expensive and time-consuming manufacturing processes including apheresis, isolation of T cells, activation of a selected subset of the T cells, transduction of the CAR sequence (typically by means of a viral vector), expansion of CAR-T cells and infusion of CAR-T cells into the patient following lymphodepleting chemotherapy. While allogeneic CAR-T cell therapy addresses some of the limitations of autologous CAR-T cell therapy, it remains in the early stages of clinical development due to significant limitations relating to safety and efficacy. *In vivo* CAR-T cell therapy is emerging as a scalable alternative obviating both *ex vivo* cell manipulation and lymphodepletion conditioning. The major mechanistic feature of this approach is direct in situ CAR engineering of immune cells with off-the-shelf vectors or formulations. These *in vivo* engineered immune cells can be T cells, and/or other immune cells (such as dendritic cells). The approach carries the promise of bringing together the transformational potency of CAR molecules, with the scalability of these off-the-shelf cell-free approaches, thereby potentially addressing both access and even some clinical performance limitations of conventional therapies.

Our *in vivo* CAR-T cell therapy platform (iMAGIC) is based on a novel lentiviral vector pseudotyped with the de-targeted MxV glycoprotein (MxV-G) and a proprietary T-cell targeting molecule. We believe our lentivirus-based approach is preferable because it can generate *in vivo* functional CAR-T cells with robust persistence and antitumor activity; whereas the principal alternative approach (using lipid nanoparticles) typically induces transient CAR expression, exhibits significantly weaker efficacy than traditional CAR-T cells, and poses risks of non-specific liver transduction and toxicity. Our novel iMAGIC platform demonstrates significant advantages in key metrics as compared to traditional VSV-G pseudotyped lentiviral vectors, including higher viral titers, T cell transduction efficiency, lower exhaustion levels of the generated CAR-T cells.

Based on our iMAGIC platform, we have developed a series of product candidates to address hematological malignancies, autoimmune diseases and solid tumors. We presented our *in vivo* CAR-T platform (including IMV101, IMV102 and IMV103 at the 2025 Annual Meeting of the American Society of Gene and Cell Therapy, 2025ASGCT Breakthroughs in Targeted *in vivo* Gene Editing, 2025 Annual Meeting of American Society of Hematology and 2026 Annual Meeting of the American Association for Cancer Research.

Our "armored" CAR-T cell technology platforms

We have also developed technology platforms to address other significant pain points of CAR-T cell therapy, including the following:

- *Synthetic NKG2D receptor (SNR) CAR-T cell platform*. One of the principal challenges currently associated with CAR-T cell therapies for solid tumors is heterogeneity in tumor antigen expression. For example, after an initial CAR-T treatment, tumor cells with low or absent antigen expression may re-expand to become the dominant clones, leading to tumor recurrence. NKG2D ligands are stress-induced molecules frequently upregulated on tumor cells and components of the tumor microenvironment. Our SNR platform involves expressing SNRs on conventional CARs, which enables us to co-target NKG2D ligands, thereby expanding the antigen recognition range of conventional CAR-T cells.

  IMC008, our initial product candidate generated from our SNR platform, incorporates an SNR that is expressed on a conventional CLDN18.2-directed CAR-T. The FDA granted orphan drug designation to IMC008 as a treatment for gastric cancer and pancreatic cancer in August 2023. The results of our pre-clinical research relating to IMC008 were published in the journal *Cellular Oncology* in June 2025. In this report, CDN18.2 CAR-T with SNR exhibited higher efficacy compared with conventional CLDN18.2 CAR-T cells in multiple preclinical models, including models with antigen heterogeneity. SNR CAR-T also showed reduced markers of T cell exhaustion, elevated memory-associated phenotypes, while maintaining a favorable safety profile with no observed treatment-related toxicities. Independent ethics committee approval for an IIT with respect to IMC008 as a treatment for gastric cancer and pancreatic cancer in China has been obtained.

- *Peri Cruiser® platform*. Another major challenge currently associated with CAR-T therapies for solid tumors is on-target off-tumor toxicity. In solid tumors, there is a scarcity of tumor-specific targets that are not shared with critical, healthy tissues. In the absence of tumor-specific antigens for solid tumors, CAR-T cell therapies for solid tumors have employed CARs directed to tumor-associated antigens that are also expressed to some extent in normal tissues, and the risk of on-target off-tumor toxicity has been observed in clinical trials of CAR-T therapies for especially solid tumors. Our Peri Cruiser® platform is designed to address this challenge by using shRNA to regulate the expression of leuckocyte CD11a, CD49d and P-selectin glycoprotein ligand-1, which together play a significant role in T cell migration from vasculature to normal tissues. Peri Cruiser® has the effect of reducing the migration of CAR-T cells into non-cancerous cells, while the relatively higher permeability of tumor vasculature permits selective migration of CAR-T cells into tumor cells. In addition, Peri Cruiser®-engineered CAR-T cells exhibited enhanced memory-associated phenotypes, indicating a more durable antitumor response and an improved overall therapeutic index. We believe that this research establishes a proof of concept for a straightforward and adaptable platform designed to minimize on-target off-tumor toxicity in CAR-T cells targeting tumor-associated antigens within solid tumors.

  IMC003, our initial product candidate generated from our Peri Cruiser® platform, is an EpCAM-targeted CAR-T cell therapy. Our pre-clinical research relating to IMC003 was published in the journal *Science Translational Medicine* in January 2025. As demonstrated in this paper, this approach reduced CAR-T cell infiltration into normal tissues while preserving tumor-directed cytotoxicity, thereby mitigating on-target, off-tumor toxicity.

- *T-Booster platform*. Yet another major challenge currently associated with CAR-T therapies for solid tumors is the limited infiltration of CAR-T cells into the tumor tissue and the poor persistence of CAR-T cells, with limited long-term expansion and efficacy. Our T-Booster platform is designed to address these challenges by leveraging the antigen-presenting and immune-modulatory functions of dendritic cells. T-Booster is an engineered dendritic cell vaccine expressing a tumor-associated antigen together with selected immunostimulatory and chemotactic factors, intended to promote CAR-T cell recruitment, activation, and persistence within tumor tissues.

  In preclinical studies, T-Booster, when used in combination with CAR-T therapies, enhanced CAR-T cell expansion, tumor infiltration, and antitumor activity in multiple solid tumor xenograft models, including CLDN18.2- and EpCAM-targeted settings. Durable tumor control was observed, including in models with large tumor burden or prior CAR-T treatment failure, without additional observable toxicity. Mechanistic analyses indicated preferential accumulation of engineered dendritic cells in tumor and lymphoid tissues, accompanied by reduced exhaustion-associated markers and increased memory-associated phenotypes in CAR-T cells. We believe these findings support T-Booster as a broadly applicable platform to improve the durability and therapeutic potential of CAR-T therapies for solid tumors.

- *SolidGuard Platform*. Immunosuppressive tumor microenvironment (TME) is yet another major challenge in CAR-T cell therapy for solid tumors. Regulatory T cells (Tregs) are frequently found in the TME and suppress the normal functions of the endogenous immune system, and are closely associated with restricted CAR-T cell expansion in clinical settings, leading to poor prognosis and clinical outcomes. By co-targeting tumor-infiltrating Tregs alongside a tumor associated antigen (TAA), our SolidGuard platform can specifically eliminate those local Treg cells to mitigate the immunosuppressive environment of TME while inducing direct tumor cell killing, improving CAR-T cell expansion, durability and infiltration in solid tumors.

  In our preclinical studies, we have constructed a CLDN18.2/Treg co-targeting dual CAR through our SolidGuard platform to target and eliminate Treg cells and tumor cells. When administered in mice models, enhanced antitumor activity, tumor infiltration, and CAR-T cell expansion were observed compared to the ones with conventional CAR-T controls. We believe these findings successfully deliver our expected results and address the potential use of our SolidGuard platform in mitigating the TME for better CAR-T infiltration and proliferation in solid tumors.

We believe that these additional technology platforms may further strengthen our capabilities in combating solid tumors, and we can also combine these additional platforms with our iMAGIC *in vivo* platform to generate additional novel *in vivo* CAR-T cell therapies, giving us a "dual engine" growth model.

Vertically integrated capabilities for CAR-T cell therapy R&D and production

We seek to ensure our products are developed at the highest quality by applying our unique and fully integrated in-house cell therapy development capabilities. Our development capabilities range from discovery and translational research through process development, analytics and clinical development to regulatory affairs. These capabilities provide us a solid foundation that helps to ensure that we maintain operational excellence and that each of our therapies is produced at the highest quality.

Discovery and Research Capabilities

We have a streamlined product discovery and optimization process in both autologous CAR-T and *in vivo* CAR-T products, from molecular design and engineering construction to *in vitro* and *in vivo* validation. We have assembled two project development groups, a synthetic biology group and a preclinical animal pharmacology group. We have also established and are continuing to strengthen our AI Drug Discovery Department to enhance the efficiency and quality of drug candidate discovery and optimization. We believe that the excellence of our pre-clinical research capabilities is demonstrated by, among others, the fact that we were able to advance IMC001 into an investigator-initiated trial within 1 year and to promote IMC002 into Phase I within 2.5 years after our Company was founded.

Clinical development and regulatory affairs

Our integrated clinical development and regulatory affairs framework accelerates product development through seamless collaboration, leveraging China-centric data to support global strategies. The team manages end-to-end clinical development activities — clinical and regulatory strategy, clinical trial design, clinical implementation, medical monitoring — ensuring efficient, compliant data generation. We have also established translational and biomarker capabilities for clinical research and development, including biological samples analytical platform for PK/PD study and biomarker discovery.

The key team members have full experiences with deep mechanistic understanding of CAR-T therapies coupled with rich clinical resources and extensive external collaborations, ensuring high-quality, scalable trials that prioritize patient safety and therapeutic advantages. By aligning with the principle investigators and the clinical sites, also leveraging end-to-end lifecycle management, we maintain timely engagement with regulators — such as initiating our Phase III clinical trial of IMC002 two years post-IND approval. Since the first site initiated of the registrational study in August 2025, nearly 30 sites have been started up within the following 4 months.

CMC and Production

Our FOCO-CAR technology platform adheres to four core principles: Fast, Optimized, Cost-down, and Organized, aiming to systematically achieve efficacy persistency, cost reduction, and process robustness.

Our FOCO-CAR process provides a comprehensive suite of solutions which shortens *in vitro* expansion and vein-to-vein time, and achieves persistent antitumor activity. In addition, the process effectively manages the manufacturing cost by promoting the domestic substitution of key materials, simplifying process operations, and synergizing with our closed linear production model. At the same time, wide clinical applicability is the direct manifestation of an advantage of FOCO-CAR to consistently achieve robustness and product quality, which ultimately features our core competencies in meeting the real-world challenges. The FOCO-CAR process has been proven to be capable of tailoring to extensive patient needs, with variations whether in terms of apheresis or related to the patient's own physical conditions. We have achieved a 100% success rate in our clinical-stage manufacturing for the completed Phase I/IIa trial of IMC002, building additional patient and surgeon trust on top of the regulatory confidence in our ability to commercialize our products through our FOCO-CAR process.

We use closed and automatic modules for production, and have integrated digital technologies like a computerized Chain of Identity & Chain of Custody (COI/COC) system to monitor the whole process and management, minimizing the potential risks of contamination, cross-contamination, mix-ups, and errors. This has provided us with more confidence in the product quality.

Our production facilities in Suzhou are commercial-ready with sufficient capacity for early commercial-stage production.

Visionary and highly experienced senior management with strong shareholder support

We boast a highly sophisticated and experienced management team with a shared global vision of conquering solid tumors with innovative cell therapies. Our success is, to a large extent, the collective accomplishment of our management team, whose leadership and expertise cover the full spectrum of the cell therapy development process, from discovery and pre-clinical studies through design and execution of clinical studies to regulatory processes, as well as extensive prior experience in manufacturing processes.

Since our establishment, we have received investments and support from experienced healthcare investors in China, including those of leading financial investors such as Gaorong Ventures, Jifeng Ventures and Delian Capital, pharma industrial investors such as Fosun Health Fund, state-level government funds such as SDIC Venture Capital, and global healthcare specialists such as VIVO Capital. We believe this blue-chip investor and shareholder base is a testament to our capabilities and prospects and these shareholders not only brought in capital investments, but also provide profound industry insights, strategy guidance, as well as connection with industry peers.

OUR STRATEGIES

Our vision is to become a leading company in the immunotherapy industry, achieving breakthroughs in conquering solid tumors, hematological malignancies and autoimmune diseases with our latest scientific innovations. Our mission is to strive for the best innovations to deliver long-term survival benefits with accessible treatments worldwide for patients suffering from cancer and autoimmune diseases. In pursuit of our vision and mission, we intend to implement the following strategies:

Drive existing products toward commercialization

We intend to drive our existing products toward commercialization using our powerful dual-engine growth model encompassing both *ex vivo* and *in vivo* CAR-T cell therapy candidates:

Ex vivo candidates

IMC002

With the higher efficacy and favorable safety results observed in clinical trials to date on IMC002 for the treatment of gastric cancer, we intend to expedite our clinical development of IMC002. In China, we have launched a registrational Phase III trial following the communication and permission of the CDE in August, 2025 and expect to enrol up to 150 patients for this trial. We currently anticipate that we will complete our Phase III trial and submit an NDA to the NMPA in 2027 for approval of IMC002 in gastric cancer patients who have failed at least two prior lines of treatment.

We are also in a position to advance IMC002 to earlier lines of treatment for gastric cancer, and we believe that IMC002 may exhibit even better survival benefits in the earlier-line settings, and change the treatment situation markedly. Our plan is to initiate a clinical trial of IMC002 for gastric cancer as an earlier-line treatment after its first approval for third-line treatment.

We also have received permission from the FDA to commence a Phase Ib/II clinical trial of IMC002 as a treatment for advanced gastric cancer. We are actively engaged in discussions with potential partners to co-develop IMC002 and conduct the clinical trial in the U.S. For further information, please see "— Commercialization."

Additionally, given the significant unmet need for effective treatments for pancreatic cancer, as well as the favorable efficacy and safety profile of IMC002, we intend to explore clinical opportunities to advance IMC002 into earlier lines of treatment for pancreatic cancer. For example, in June 2026, we submitted an IND application to the NMPA for an exploratory clinical trial of IMC002 in first-line advanced PC patients. For further information, please see "— Clinical Development Plan."

We believe IMC002 is well positioned to potentially reshape the treatment paradigm for gastric cancer and pancreatic cancer and become a foundational treatment for these cancer patients going forward.

IMC001

We have initiated a Phase I/IIa "basket trial" of IMC001 as a treatment for EpCAM-positive epithelial-derived solid tumors for multiple indications. Currently, we have completed the first dose level with no observed DLT and progressed to the next dose level. We currently expect to determine the optimal dose and select the lead indication for further development by the end of 2027.

As EpCAM is highly expressed on circulating tumour cells and metastatic tumour lesions, we also plan to expand the clinical application of IMC001 as adjuvant treatment to prevent the recurrence of solid tumors after radical surgery, or as neoadjuvant treatment, to reduce tumour burden and convert the non-operable patients to be operable in the future.

In vivo candidates

IMV101

An investigator-initiated trial of IMV101 as a treatment for B-cell non-Hodgkin Lymphoma was commenced in the fourth quarter of 2025, with preliminary results indicating good tolerability. We currently expect that an IIT of IMV101 as a treatment for autoimmune diseases (such as SLE) will commence upon obtaining approval from the China National Center for Biotechnology Development. As the first pipeline candidate under our iMAGIC *in vivo* CAR-T platform, we anticipate that the results of the IIT study on IMV101 will provide proof-of-concept evidence for the iMAGIC platform and support the development of additional pipeline candidates using the platform.

IMV102

An IIT relating to IMV102 as a treatment for multiple myeloma (MM) was commenced in April 2026 to evaluate safety and efficacy in relapsed/refractory MM patients. We expect that an additional IIT with respect to IMV102 as a treatment for r/r MM will be commenced following receipt of the requisite approvals in light of recent regulatory development.

IMV103

We have initiated the process of seeking regulatory approval for first-in-human IIT of IMV103. This trial is designed to evaluate initial safety profiles and preliminary antitumor activities in CLDN18.2-positive solid tumors. We currently expect to submit the IND application in the first half of 2027 and to commence an IIT following receipt of the requisite regulatory approvals.

IMV104

We currently expect that an IIT with respect to IMV104 will commence following receipt of the requisite regulatory approvals.

Expand pipeline candidates and technology platforms based on our "dual-engine" *ex vivo* and *in vivo* CAR-T approach

We have developed our current pipeline candidates based on our well-established second-generation CAR-T platform, as well as our next generation platforms. Based on the proof-of-concept results coming from the current pipeline candidates, we intend to develop additional pipeline candidates with new targets and disease areas.

We intend to explore new pipeline candidates with new targets based on our next generation CAR-T platforms (including our *in vivo* iMAGIC platform), which may provide differentiated opportunities in selected solid tumor indications.

Beyond solid tumors, we intend to expand our footprint in the therapeutic area of hematological malignancies based on our novel iMAGIC *in vivo* CAR-T platform. With our first two *in vivo* pipeline candidates IMV101 and IMV102 (targeting CD19 and BCMA respectively) validating the iMAGIC platform, we are in a position to develop additional pipeline candidates with dual-targeting approaches. We also see great potential in applying our iMAGIC platform to autoimmune diseases with dual targets, with the aim to achieve deep B cell depletion and long-term drug-free remission for patients with refractory autoimmune conditions, including SLE, idiopathic inflammatory myopathies and systemic sclerosis, etc.

We have taken advantage of AI-based tools in our early discoveries, including utilizing established structure and sequence-based computational approaches, to optimize product design, and we intend to expand AI-enabled discovery and research as a cross-cutting capability.

Establish commercial scale production capacity

Beyond the development of our product candidates, we have established commercial-scale manufacturing capabilities in order to effectively and efficiently bring our product candidates, once they are approved for marketing. We believe a critical component of our success will be to leverage and expand on our proprietary manufacturing expertise to achieve improved cost efficiency while maintaining high standards of quality during production.

As we prepare ourselves for the impending launch of our products, we have already scaled up our own fully-integrated manufacturing facility to not only support the demand generated by our registrational clinical trial of IMC002, but also to meet our manufacturing needs during the early phase of commercializing IMC002 and to achieve further cost efficiency through economies of scale. We plan to expand our *ex vivo* CAR-T cell manufacturing capacity through establishment of a new manufacturing facility to support the treatment for more cancer patients in the future, and to establish a separate manufacturing facility for production of viral vector to be used in generation of *in vivo* CAR-T cells and to support virus supply for autologous CAR-T products in the long term. If needs arise, we will deploy our manufacturing facility as the global manufacturing base to support our clinical trials and future product development and commercialization overseas.

Develop our commercialization channels in China and implement our global development strategy

Commercialization in China

We intend to collaborate with an experienced contract sales organization (CSO) in China, especially those with commercialization experience of both CAR-T products and prescription drugs for GI cancer indications, to promote the commercialization of IMC002. We expect that our collaboration with this CSO will enhance our market penetration and ultimately help us gain more market share by leveraging their experienced sales team and well-established channels to hospitals and patients.

In addition, we aim to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance. We believe our deep understanding of the medication, its mechanism of action, clinical safety and efficacy data, as well as good relationships with KOLs who had worked with us during the clinical development of IMC002 will provide a tremendous boost for the commercialization.

Global development strategy

Based on our high-quality pre-clinical and clinical data, we have filed IND applications in the U.S. for our product with the potential of introducing our CAR-T cell therapy platforms overseas through various forms of collaboration. With our ambition to bring long-term survival benefits to patients worldwide by expanding our global footprint to cover major pharmaceutical markets, we plan to adopt a hybrid model to address international with different approaches.

Our platform layout aligns with our aspiration to serve patients with different clinical needs in oncology (both hematological malignancy and solid tumor) and autoimmune disease areas. For example, since we have filed IND applications for IMC002 and IMC001 in both China and the United States and obtained IND approval, we may enter directly into a Phase II trial in the US based on our previous data of the IIT and Phase I trials conducted in China, and we intend to commence this Phase II clinical trial once we have identified a suitable collaboration partner in the United States (for further information, see "— Commercialization"). Moreover, with our leading product candidates, from the iMAGIC platform, IMV101 and IMV102, successfully progressing into the clinical stage, we plan to engage in discussions with multiple multinational pharmaceutical companies as well as local biotechnology companies for potential collaborations in the form of licensing agreements, joint ventures, co-development, and/or mergers and acquisitions. The degree of autonomy grants us flexibility to pursue business alliances with multiple partners to develop products of common interest, with the goal of further diversifying our current pipeline portfolio while increasing our public exposure.

We plan to continue nurturing our existing partnerships and networks with PIs, KOLs, and industry experts in China to set the ground for our future expansion. In addition, moving forward, we will seek to introduce our treatments to other major markets outside Greater China, including the United States and Europe. We anticipate that this step-wise market expansion strategy will gradually increase our market acceptance with rolling data of patients with different demographics, which will help us fine-tune research focus and market entry strategies to address urgent unmet medical needs in different parts of the world.

Recruit and retain top-notch talent to fuel our innovation and expansion

The success of our business growth and global expansion will depend on our ability to recruit and retain highly talented professional R&D, manufacturing, clinical development, and sales and marketing personnel, as well as an experienced management team.

We will seek to further strengthen our elite scientific research, clinical development, and CMC teams across diverse therapeutic areas. In particular, we intend to recruit top-notch scientists specialized in fields such as biotechnology and cell therapy to accelerate our drug discovery and improve our drug development success rate. These efforts are expected to elevate our overall research capabilities and international competitiveness. In addition, to support our global expansion, we will seek R&D talent with international exposure, including by engaging with global pharmaceutical organizations to build a broad network of international talent connections. To drive innovation, we will also strengthen our training of R&D personnel and provide incentive compensation and other rewards to employees who make outstanding contributions to our innovation efforts. We have built the Partnership System and Employee Stock Ownership Plans, aiming to share the company's ownership and future with those who have made outstanding contributions in R&D breakthroughs, strategic planning, or key operations. This is not only a material incentive but also a symbol of trust and commitment, as well as a management mechanism

to invite talents to take on the role of an owner, deeply participate in decision-making, and jointly define the direction of our progress, truly achieving a deep integration and win-win situation of personal value and company growth.

The bio-pharmaceutical industry relies on long-term R&D accumulation and team stability. Members who continue to strive are the core force driving innovation. To retain and motivate key talents, we have set up the Long Service Reward Program. We continue to affirm employees' contributions and potential. This program, with honour recognition, step-by-step motivation and special development support, aims to strengthen organizational identity, form long-term business partnerships with key talents, and create mutual development. In addition, we offer comprehensive welfare benefits and living subsidies, and care about the balance between work and life.

We also plan to recruit management professionals with extensive strategic planning and execution experience. We intend to leverage their expertise to effectively source, evaluate, and analyze potential MNC cooperation opportunities and other business development targets to drive the expansion of our global footprint.

CAR-T CELL THERAPY

CAR-T technologies are rapidly evolving, from autologous to allogeneic, and from *ex vivo* to *in vivo*. Autologous CAR-T cells are derived from the T cells of the cancer patient while allogeneic CAR-T cells are derived from the T cells of a healthy donor. Both autologous and allogeneic CAR-T cells are made from human T cells *ex vivo* and infused back to the patients, while *in vivo* CAR-T are made in the human body through infusion of vector encoding the CAR. Theoretically, CAR-T cells can be engineered to target virtually any tumor-associated antigen. Although approved CAR-T therapies to date are exclusively for the treatment of hematologic malignancies, significant efforts and progress have been made in the areas of solid tumors and autoimmune diseases. We are developing CAR-T product candidates and technologies that we believe will be effective, safe and affordable for the treatment of various types of solid tumors and beyond. In addition to the traditional *ex vivo* CAR-T cell products, we are also developing new *in vivo* CAR-T cell technologies with the goal of providing CAR-T cell therapies that are "autologous" and "off-the-shelf", while further enhancing affordability.

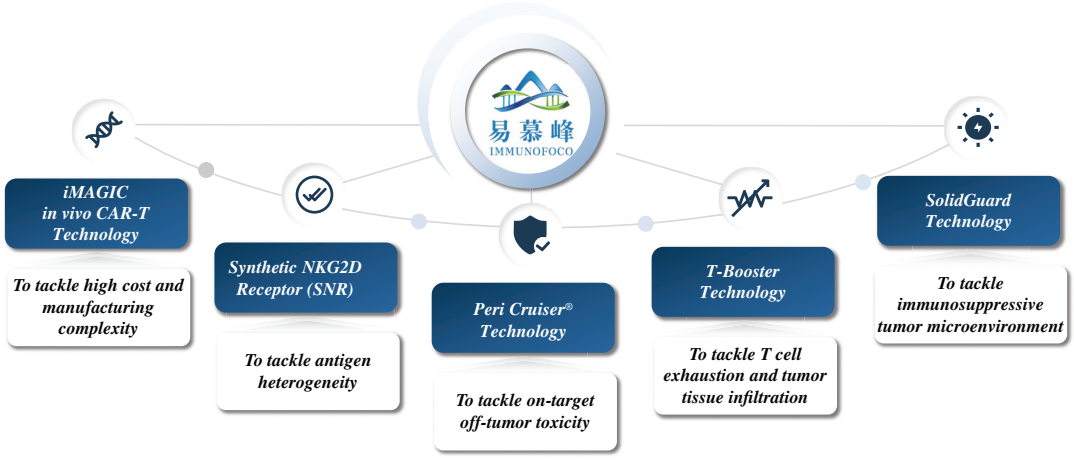
Our Solutions to Challenges in Treating Solid Tumors with CAR-T Cell Therapies

Despite the promising progress in the treatment of hematological malignancies with CAR-T therapies as a modality, it has been significantly more challenging to achieve success in treating solid tumors with CAR-T therapies due to a variety of factors, such as T-cell exhaustion, on-target off-tumor toxicity, immunosuppressive tumor microenvironment, antigen heterogeneity and high cost, among others.

We are investing significant resources and leveraging our expertise and capabilities to enhance various aspects of CAR-T therapies to tackle the major challenges, with an aim of improving the efficacy of CAR-T therapy in treating solid tumors and to reduce costs significantly.

Technology platforms for development of next-generation CAR-T Technologies

Building on our well-established second-generation *ex vivo* CAR-T cell therapy technology, we have established next-generation technology platforms, including principally iMAGIC, our *in vivo* CAR-T cell therapy platform, as well as synthetic NKG2D receptor technology and our Peri Cruiser®, T-Booster and SolidGuard technologies, each of which we believe will enable us to overcome the challenges we are facing with CAR-T cell therapies. The following chart provides an overview of our next-generation CAR-T technology platforms:



For further information, see "— Our Next-Generation CAR-T Technology Platforms" below.

OUR PRODUCT PIPELINE

Overview

Since our inception, we have embraced the sole philosophy of translating innovative and differentiated technologies into clinically valuable CAR-T products to bring long-term survival benefits to cancer patients. Over the past five years, we have laid out two unique business segments in parallel. While our conventional *ex vivo* CAR-T platform contains a diverse portfolio to overcome different key challenges in tackling solid tumors, the exploratory lentivirus-based *in vivo* CAR-T platform (iMAGIC) aims to provide a lymphodepletion-free, off-the-shelf alternative to enhance patient experience, accessibility, and affordability. Among our pipeline, our Core Product Candidate, IMC002, is for the treatment of late-stage gastric cancer and pancreatic cancer, both of which are solid tumors, and is at the most advanced development stage among our product candidates in our pipeline. IMC002, IMC001, IMV101, and IMC008 are the four product candidates in our pipeline which are currently in Company-sponsored or investigator-initiated clinical trials. Our product candidates are designed and developed in-house, and we own global rights over our product candidates. The clinical-stage product candidates are currently being developed for treating late-stage cancers.

The following charts provide information concerning our product pipeline as of the Latest Practicable Date:

01 EX VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
IMC002[1] (Core Product)	CLDN 18.2	Second Generation CAR-T	CLDN18.2 Positive GC/GEJ[2]	3L/3L+	Phase I clinical trial	China NMPA	Chinese Mainland	2025/08 Initiation of registrational Phase III study 2027 NDA submission
			CLDN18.2 Positive PC	2L/2L+	Phase I clinical trial	China NMPA	Chinese Mainland	2025/09 Completion of Phase I/IIa study
			CLDN18.2 Positive PC[3]	1L	IND	China NMPA	To be launched	2026H1 IND submitted 2027 initiate Phase II subject to IND approval
IMC001	EpCAM	Second Generation CAR-T	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	Phase I clinical trial	China NMPA	Chinese Mainland	2026H1 Phase I/IIa study initiated 2027 Phase I/IIa read-out
IMC008	CLDN18.2/ NKG2DL	SNR	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	Chinese Mainland	/
IMC003	EpCAM	Peri Cruiser®	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/
IMC004	CLDN 18.2	T-booster	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/

02 IN VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage	Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
IMV101	CD19	iMAGIC	B-Cell Malignancies	Late-Lines	Phase I clinical trial	China NMPA	Chinese Mainland	2025Q4 IIT initiated 2027 IIT study read-out
	CD19	iMAGIC	Autoimmune Diseases	Refractory	Pre-clinical/ IIT	China NMPA	To be launched	/
IMV102	BCMA	iMAGIC	Multiple Myeloma	Late-Lines	Phase I clinical trial	China NMPA	Chinese Mainland	2026H1 IIT initiated 2027 IIT read-out
IMV103	CLDN18.2	iMAGIC	CLDN18.2 Positive Solid Tumors	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	2027 IND filing
IMV104	CD19/CD20	iMAGIC	B-Cell Disorders	Late-Lines	Pre-clinical/ IIT	China NMPA	To be launched	/

Abbreviations: CLDN18.2 = Claudin 18.2; EpCAM = epithelial cell adhesion molecule; NKG2DL = natural killer group 2D ligands; BCMA = B-cell maturation antigen; GC = gastric cancer; GEJ = gastroesophageal junction adenocarcinoma; NMPA = National Medical Products Administration; FDA = Food and Drug Administration

Notes:

(1) We have in-licensed certain intellectual property rights relating to the VHH antibody that is incorporated in the design of IMC002 from a third party. For further information, see "— Intellectual Property — In-licensed intellectual property rights" below.

(2) IMC002 is in a registrational Phase III clinical trial for advanced gastric cancer that was approved by the NMPA in August 2025. We currently expect to file an NDA with respect to IMC002 for advanced gastric cancer with the NMPA in 2027.

(3) We filed an IND application for a clinical trial of IMC002 as a first line treatment for pancreatic cancer with the NMPA in June 2026. The design of this trial also includes a second-line pancreatic cancer cohort for patients who show progressive disease after three rounds of chemotherapy.

Our product candidates are subject to NDA or BLA approval by the relevant authorities, including the NMPA, and the U.S. FDA, before commercialization in the relevant jurisdictions. As of the Latest Practicable Date, we had not received any material concerns, objections or negative statements raised by the NMPA, and the U.S. FDA or other relevant authorities that we are not able to address in a timely manner. We believe that we are on track to advance the development of our clinical-stage candidates as described in "— Our Product Pipeline".

Anti-CLDN18.2 CAR-T (IMC002) — Our Core Product Candidate

Overview

IMC002 is an autologous CAR-T product candidate that targets Claudin-18.2 ("**CLDN18.2**"), which is a stomach-specific isoform of Claudin-18 and is highly expressed in gastric and pancreatic cancer cells. As of the data cutoff date December 31, 2025, our Phase I/IIa clinical trial of IMC002 (IMC002-RT01) showed that IMC002 was safe and tolerated in heavily pretreated gastric cancer patients. With an ORR of 66.7% and median PFS of 6.9 months in 18 metastatic GC/GEJ adenocarcinoma patients, the trial suggests that IMC002 potentially has a significantly higher efficacy for treating gastric cancer as compared to the standard of care and other therapeutic solutions that are currently available or in clinical trials, according to Frost & Sullivan. In addition, as of the data cutoff date December 31, 2025, IMC002 also showed preliminary efficacy among evaluable advanced pancreatic cancer patients who failed at least one prior line of systemic treatments with an ORR of 40% in the RP2D group.

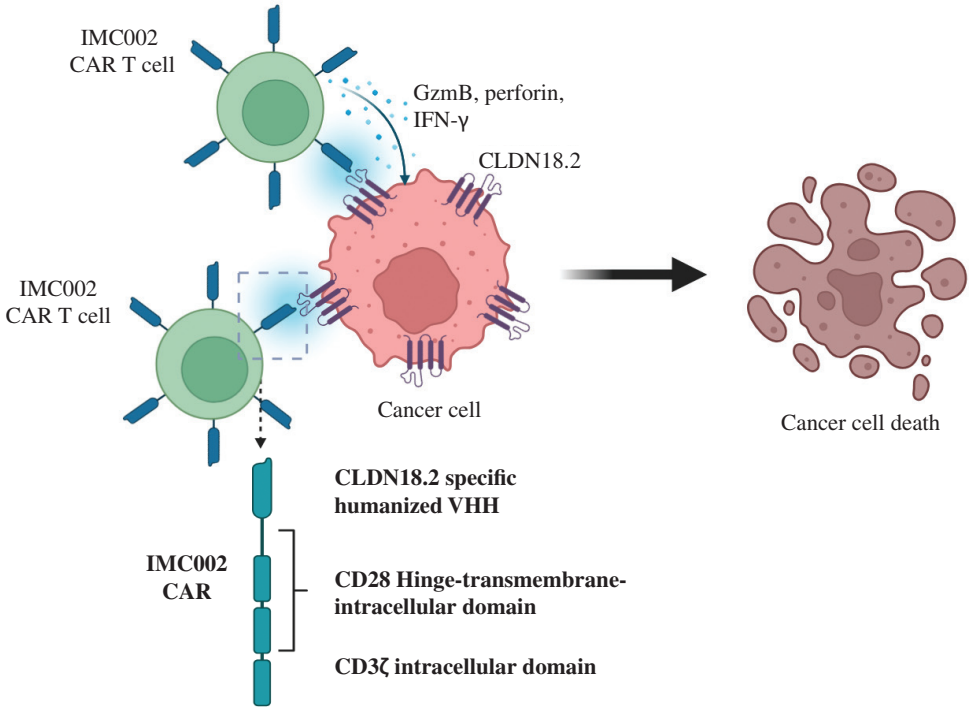
We have launched a registrational Phase III trial in China with IMC002 as a treatment for advanced gastric cancer patients who have received at least two prior lines of systemic treatment. The study commenced in August 2025, and we expect to enrol up to 150 patients in around 30 Class III Grade A hospitals for this trial. In addition, following the End of Phase I (EOP1) communication with the FDA, we have received permission to commence a Phase Ib/II clinical trial of IMC002 as a treatment for advanced gastric cancer. In July 2022 and September 2024, the FDA granted orphan drug designation (ODD) with respect to IMC002 as a treatment for gastric cancer and pancreatic cancer, respectively, and the FDA also granted Fast Track Designation with respect to IMC002 as a treatment for gastric cancer in December 2024. More recently, in December 2025, the FDA granted Regenerative Medicine Advanced Therapy (RMAT) designation with respect to IMC002 as a treatment for gastric cancer. In parallel, we have submitted an IND application for a clinical study to treat pancreatic cancer patients in first line setting.

Mechanism of Action

Claudins, or CLDNs, are central components of tight junctions, which are the main cell-cell contacts among epithelium and endothelium. Different CLDNs are expressed in various tissues and can be altered during carcinogenesis. Disturbance and dysregulation of tight junction molecules is a frequent hallmark of cancer cells and often associated with malignant transformation and metastasis and, hence, disease progression. CLDN18.2, an isoform of Claudin-18, is a tissue restricted marker that is exclusively expressed in cancer and in short-lived differentiated cells of the gastric mucosa, but it is absent from the gastric stem cell zone. CLDN18.2 is observed in a large

fraction of gastric cancers. Approximately 70-80% of gastric cancer patients exhibit expression of CLDN18.2 in the cancer tissue. In addition, CLDN18.2 is aberrantly expressed in a variety of epithelial solid tumors, including pancreatic, and esophageal.

IMC002 is an autologous CAR-T cell therapy in which a patient's own T cells are genetically modified via lentiviral transduction to express a CAR targeting CLDN18.2. IMC002 CAR-T cells recognize CLDN18.2-positive tumor cells through a humanized VHH. The CAR further comprises a CD28-derived hinge and transmembrane domain, followed by intracellular signaling domains from CD28 and CD3ζ. Upon antigen engagement, these signaling domains cooperatively activate the engineered T cells, leading to their proliferation, cytokine secretion, and cytotoxic effector functions. Activated IMC002 CAR-T cells eliminate target tumor cells through mechanisms including perforin and granzyme-mediated apoptosis. The following diagram illustrates the mechanism of action of IMC002.



Market Opportunity

Gastric cancer is a malignant solid tumor and remains one of the most common and deadly cancers worldwide. Because early-stage gastric cancer is typically asymptomatic, patients often present with nonspecific symptoms such as dyspepsia, anorexia, mild abdominal pain, bloating, and nausea, which frequently result in delayed diagnosis. Despite advances in surgical techniques and continued improvements in chemotherapy regimens, long-term clinical outcomes remain unsatisfactory. The age-standardized five-year relative survival rate for gastric cancer in China remains low at approximately 5-20%. According to Frost & Sullivan, in advanced disease, median overall survival varies by line of therapy, with approximately 12 to 18 months in the first-line setting, 7 to 11 months in the second-line setting, and less than six months in later lines of treatment. As a result, the need for effective life-prolonging therapeutic strategies in the management of gastric cancer remains urgent. Moreover, the incidence of gastric cancer globally and in China and the global and China markets for gastric cancer drugs are expected to experience substantial growth. For further information, see "Industry Overview – CAR-T Cell Therapies for Gastric Cancer — Incidence of Gastric Cancer" and "— Market size of gastric cancer drug market" elsewhere in this Document.

Pancreatic cancer is caused by the abnormal and uncontrolled growth of cells in the pancreas, a large gland that forms part of the digestive system. Pancreatic cancer is a life-threatening condition which is associated with extremely poor long-term outcomes in both China and the United States. Five-year survival rates remain low, at approximately 12.8% in the U.S. and 7.2% in China, reflecting the aggressive nature of the disease and the limited curative potential of current treatment options. As a result, there is also an urgent need for effective life-prolonging therapeutic strategies in the management of pancreatic cancer. The incidence of pancreatic cancer globally and in China and the global and China markets for pancreatic cancer drugs are expected to experience substantial growth. For further information, see "Industry Overview — CAR-T Cell Therapies for Pancreatic Cancer — Incidence of Pancreatic Cancer" and "— Market size of pancreatic cancer drug market" elsewhere in this Document.

Competitive Advantage

Our pipeline product, IMC002, is the second-most clinically advanced CLDN18.2-targeted CAR-T product candidate globally and is currently being studied in a confirmatory registrational clinical trial. According to Frost & Sullivan, IMC002 is one of just two CLDN18.2-targeted CAR-T product candidates worldwide that have advanced into registrational clinical trials.

We believe that IMC002 is a potential best-in-class anti-CLDN18.2+ CAR-T cell therapy for treatment of solid tumors based on the following advantages:

Significantly Improved Efficacy in Gastric Cancer (GC) Treatment and Pancreatic Cancer (PC) treatment

IMC002 demonstrates significantly improved efficacy from IMC002-RT01 in GC compared to third-line standards of care, with an ORR of 69.2%, mPFS of 6.9 months, DCR of 84.6% and mOS of 18.2 months in the RP2D group of our Phase I/IIa trial (IMC002-RT01, data cutoff December 2025). The efficacy data of IMC002 from this clinical trial may also be superior to the existing second-line standard of care for GC.

In addition, IMC002 shows early promise in PC with an ORR of 40%, DCR of 100% (notably, the majority of SD cases exhibit tumor reduction), mPFS of 3.9 months and mOS of 9.6 months in the RP2D group (IMC002-RT01, December 2025). These outcomes underscore its potential for meaningful clinical benefit.

Favorable Safety Profile with Reduced Toxicity

IMC002 demonstrates a significantly enhanced safety profile versus other CLDN18.2-targeted CAR-T cell therapies for solid tumors that are currently in the clinical stage of development, as evidenced by marked reductions in ≥Grade 3 hematologic toxicities based on the results of Phase I/IIa clinical trial (IMC002-RT01), including lymphopenia, neutropenia and anemia, indicating lower infection risk and preserved immune function. Notably, IMC002 exhibits no ≥ Grade 3 nausea or vomiting, further underscoring superior tolerability. Since IMC002 is a single dose treatment, the risk of cumulative toxicities posed by repetitive administration may be mitigated, which is the primary concern in chemotherapies and other treatments that may lead to dose-reduction and study discontinuation.

Potential for Long-Term Treatment-Free Survival

In the Phase I/IIa clinical trial of IMC002, one patient achieved complete response (CR) per RECIST 1.1, with complete elimination of all tumor tissues 36 weeks post-infusion of IMC002, and sustained CR through the most recent follow-up evaluation (July 13, 2026, 96 weeks after infusion). Complementarily, in an investigator-initiated trial (IIT, IMC002-CT01), another patient achieved pathological complete response (pCR) after a single dose. As of the latest assessment (January 2026, 152 weeks after infusion), the patient's pCR was sustained. These evidences underscore the durability of single dose efficacy. Both cases indicate that IMC002 has the potential for sustaining long-term treatment-free complete response with one infusion in monotherapy setting.

Potential for Combination Therapy and Expansion to Earlier Line Treatments

IMC002's mechanism, clinical characteristics and successful surgery reversible cases support its combination potentials with surgery, chemotherapy, targeted therapies and other possible treatment modalities to enhance clinical outcomes not only in late line patients but also those in earlier lines. We intend to explore IMC002's potential as earlier lines and peri-operative treatment in digestive tract malignancies.

Although no head-to-head studies have been conducted, we believe that these clinical data, taken together, indicate best-in-class potential for IMC002, with competitive advantage in delivering improved therapeutic efficacy and prolonged survival benefits in heavily pretreated patients while maintaining a favorable safety profile. Together with the potential cost-effectiveness advantage that we anticipate based on our FOCO-CAR process, although no head-to-head studies have been conducted, we believe that these clinical advantages position IMC002 as a potential best-in-class asset in CLDN18.2+ solid tumor treatment, with data-driven pathways to commercialization.

Clinical Trials Relating to IMC002

The following table presents an overview of clinical trials that have been undertaken with respect to IMC002 through the Latest Practicable Date:

Study Code	Phase	Target Population	Study Design	Status*
IMC002-CT01 (IIT) NCT05472857 . .	I	CLDN18.2-positive advanced gastrointestinal tumors (including advanced gastric cancer/ gastroesophageal junction cancer and advanced pancreatic cancer)	• single-arm, open-label, dose escalation, FIH • To explore the preliminary safety and efficacy profiles for IMC002	• This IIT was initiated in August 2022 • 7 patients were enrolled • Enrollment was slowed down in August 2023, when we commenced the Phase I/IIa clinical trial of IMC002 (IMC002-RT01)
IMC002-RT01 (IND) NCT05946226 . .	I/IIa	CLDN18.2-positive advanced gastrointestinal tumors (including advanced gastric cancer/ gastroesophageal junction cancer and advanced pancreatic cancer)	• single-arm, open-label, multi-center Phase I/IIa dose-escalation and dose-expansion clinical study • Endpoints – DLT occurrence within 28 days post IMC002 infusion – Incidence and severity of TRAE – RP2D determination of IMC002 – Efficacy indicators (ORR/DCR/PFS/OS) – PK/PD profiles of IMC002	• This IND study was initiated in August 2023 and was completed in September 2025 • 29 patients (18 GC pts & 11 PC pt) were enrolled

Study Code	Phase	Target Population	Study Design	Status*
IMC002-RT02-RCT (GC Registrational Study) NCT07103668 . .	III	Adult subjects with CLDN18.2-positive unresectable locally advanced or metastatic gastric/ gastroesophageal junction adenocarcinoma (failed at least 2 prior lines of treatments)	• A multicenter, randomized, active-controlled, open-label confirmatory clinical study to compare the efficacy and safety of IMC002 (2.5×10^8 cells/pt) versus Investigator Chosen Treatments • Endpoints – PFS (assessed by BIRC) – Overall Survival (OS) – Efficacy indicators (ORR/DCR/DOR/TTR, BIRC/Investigator-assessed) – TRAE/TEAE incidence and severity – CAR-T cell kinetics in peripheral blood	• This study was initiated in August 2025 • The patient enrollment is ongoing • As of the Latest Practicable Date, around 120 patients had been enrolled in this trial.

A Clinical Study of Autologous Chimeric Antigen Receptor (CAR) T Cells Targeting CLDN18.2 in Subjects with CLDN18.2-positive Advanced Solid Tumors (IMC002-CT01)

Overview. IMC002 was first studied in a single-arm, open-label investigator-initiated trial in China (IMC002-CT01) to explore its safety and efficacy in the treatment of advanced solid tumor patients. This IIT was commenced in August 2022, with a planned enrollment of 25-49 subjects, including approximately 10-19 subjects in the dose escalation phase and approximately 15-30 subjects in the dose expansion phase. However, enrollment was slowed down in August 2023, when we commenced the Phase I/IIa clinical trial of IMC002 (IMC002-RT01). The primary endpoint was safety and tolerability during the 28-day period following the first infusion, to evaluate the occurrence of DLTs, and the primary endpoint was reached at day 28, when no DLT was observed. The study was conducted in Shanghai Changhai Hospital, with Dr. Tianhang Luo as the principal investigator. We entered into a clinical research agreement for this study with terms, including our exclusive rights to the clinical trial data and preferential rights over new intellectual property, that are materially consistent with our standard IIT agreements (for details, see "— Product Candidate Development Process — Clinical Development"). During the Track Record Period, the research and development costs attributable to this IIT was approximately RMB0.5 million, which was funded by our Company. Based on data generated from a follow-up period of more than three years, the investigator-initiated trial is still ongoing. One patient achieved pathological complete response (pCR) after a single dose. As of the latest assessment (January 2026, 152 weeks after infusion), the patient's pCR was sustained. Together with another 60-weeks-sustained PR case, IMC002 is demonstrated to have deep and durable response. The preliminary results of the IIT study, together with data from the IMC002-RT01 study, were used to support EOP1 communication with regulatory authorities both in China and US to support the further clinical development of the asset.

Objective. The objective of this trial was to observe and evaluate the safety and tolerability, as well as PK/PD and preliminary efficacy of IMC002, when administered to patients with CLDN18.2-positive advanced solid tumors.

An Open-label, Multi-center, Dose-escalation Clinical Trial to Evaluate the Safety and Preliminary Efficacy of IMC002 in Subjects with CLDN18.2-positive Advanced Digestive System Tumors (Phase I/IIa, IMC002-RT01)

This Phase I/IIa trial was commenced in August 2023, with a planned enrolment of approximately 9-18 subjects. The primary endpoint of DLT observance within 28 days post IMC002 infusion was reached at day 28, with no DLT observed. The study was completed in September 2025.

Trial Design and Status

This open-label, single-arm study employs a classic "3+3" dose-escalation design with three cohorts (1×10^8, 2.5×10^8, and 5×10^8 CAR-T cells/subject), followed by dose-expansion. Primary objectives focus on safety/tolerability assessment (through the endpoints of DLT occurrence within 28 days, TRAE grading per NCI CTCAE 5.0, CRS/ICANS monitoring) and RP2D determination. Secondary objectives include efficacy evaluation (through the endpoints of ORR/DCR/DOR/PFS/TTR/OS per RECIST 1.1) and additional safety profiling.

Key Inclusion and Exclusion Criteria

Key inclusion criteria for this trial were: (1) age 18-70 years (inclusive), both genders; (2) histologically confirmed advanced GC/GEJ (≥2 prior systemic regimens) or pancreatic cancer (≥1 prior regimen); (3) ECOG 0-1 with measurable disease per RECIST 1.1; (4) CLDN18.2-positive expression confirmed via immunohistochemistry; and (5) adequate organ function (laboratory parameters within predefined ranges).

Key exclusion criteria for this trial were: (1) active infections requiring IV antibiotics, uncontrolled arrhythmias/hypotension; (2) severe comorbidities (e.g., hepatic/renal impairment beyond protocol thresholds); (3) prior gene/cellular therapies (CAR-T/TCR-T) or active CNS metastases; and (4) history of severe allergic reactions to biologics/monoclonal antibodies.

The Phase I/IIa study has enrolled 29 adult patients with advanced gastrointestinal cancers, including 18 gastric cancer patients and 11 pancreatic cancer patients. Eligible patients had received at least two prior systemic regimens in the metastatic gastric cancer setting or at least one prior systemic regimen in advanced pancreatic cancer. Following preconditioning, 3 patients received IMC002 at 1×10^8 CAR-T cells per subject, 18 patients received 2.5×10^8 CAR-T cells per subject, and 8 patients received 5×10^8 CAR-T cells per subject. The study has been completed.

Among the enrolled population:

(i) *advanced gastric cancer (GC) group*: 18 patients with a median age of 54.5 years (range: 34-70) were enrolled from October 2023 to January 2025. These patients were heavily pretreated, with 55.6% (10/18) having received three or more prior lines of therapy, and all patients (18/18) having previously received PD-1/PD-L1 inhibitors. At baseline, 33.3% (6/18) had liver metastases, and 88.9% (16/18) were classified as clinical stage IV;

(ii) *advanced pancreatic cancer (PC) group:* 11 patients with a median age of 54 years (range: 44-67) were enrolled from August 2023 to July 2025. These patients were also heavily pretreated, with 72.7% (8/11) having received two or more prior lines of therapy. At baseline, 63.6% (7/11) had liver metastases, all patients were ECOG performance status 0-1, and 100% (11/11) were classified as clinical stage IV.

As of the data cutoff date December 31, 2025, among 29 patients, the median follow-up duration was 14.2 month.

Safety Data

Clinical data confirm IMC002 exhibits a favorable safety profile with no dose-limiting toxicities (DLTs) or treatment-related deaths. Treatment-related adverse events (TRAEs) occurred across all dose groups and disease types, most commonly including fever, cytokine release syndrome (CRS), cytopenias (leukopenia, neutropenia, lymphopenia), hypertriglyceridemia, elevated liver enzymes, thrombocytopenia, gastrointestinal symptoms (nausea, vomiting, anorexia), anemia, and elevated LDH. CRS occurred in 100% of patients but remained Grade 1–2 in all cases, managed effectively with standard interventions. Five SAEs are all Grade 3 including gastritis, peripheral edema and hypokalemia, and were resolved with symptomatic treatment.

Grade 3 or above TRAEs included decreased white blood cell count (55.2%, 16/29), decreased neutrophil count (41.4%, 12/29), decreased in lymphocyte count (44.8%, 13/29), increased γ-glutamyl transferase (20.7%, 6/29), increased lipase (13.8%, 4/29), anemia (10.3%, 3/29), and gastritis (6.9%, 2/29). In addition, each of the following incidence each occurred in 1 patient (3.4%, 1/29): decreased platelet count, increased aspartate aminotransferase, weight loss, increased blood bilirubin, increased creatine phosphokinase, increased interleukin levels, decreased fibrinogen, peripheral edema, hypokalemia, upper GI bleeding, diarrhea, and biliary tract infection.

Adverse reactions aligned with IMC002's mechanism of action and were manageable. No significant safety differences were observed across dose groups, supporting a well-controlled, favorable overall safety profile.

Efficacy Data

GC Group. As of the data cutoff date December 31, 2025, a total of 18 patients with metastatic gastric cancer were enrolled in the IMC002-RT01 study, of whom 17 had measurable target lesions. Among these patients, 12 achieved a best overall response (BOR) of partial response (PR) or complete response (CR), resulting in an ORR of 66.7%. The DCR was 88.9%. The following table sets forth results from the IMC002-RT01 trial in the gastric cancer cohort:

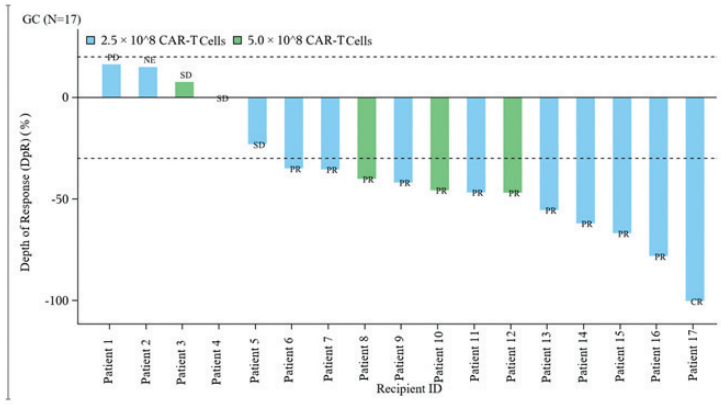
Group	Patient Number	ORR (95% CI)	DCR (95% CI)	mPFS (95% CI)	mOS (95% CI)	mDoR (95% CI)	mTTR (95% CI)
RP2D	13	69.2%	84.6%	6.9 months	18.2 months	4.2 months	1.5 months
		(38.6, 90.9)	(54.6, 98.1)	(2.6, 12.7)	(6.1, NR)	(1.2, NA)	(1.4, 2.7)
Total.	18	66.7%	88.9%	6.9 months	10.3 months	5.6 months	1.5 months
		(41.0, 86.7)	(65.3, 98.6)	(3.9, 12.7)	(6.6, NR)	(2.8, NA)	(1.4, 2.9)

Note: NR= Not Reached, RP2D= Recommended Phase II Dosage

Note: Because IMC002-RT01 is a single-arm clinical trial, which does not involve a control group, the results cannot be said to have statistical significance. We do not believe, however, that this in itself has any meaningful impact on the clinical development and business prospects of IMC002.

The following graph provides detailed information concerning results achieved in the gastric cancer cohort of the IMC002-RT01 study:

In the medium-dose cohort (2.5×10^8 CAR-T cells per subject, RP2D), 9 of 13 patients achieved responses, including 8 PRs and 1 CR, corresponding to an ORR of 69.2% and a DCR of 84.6%. In the high-dose cohort (5.0×10^8 CAR-T cells per subject), 3 of 5 patients achieved PRs, yielding an ORR of 60.0% and a DCR of 100%.



The mDOR has not yet matured. PFS events occurred in 11 of 18 patients (61.1%) with disease progression. The mPFS was 6.93 months, and the unmatured mOS was 10.3 months. In the medium-dose cohort, the mPFS was also 6.93 months with a much longer mOS of 18.2 months. These outcomes compare favorably to existing third-line and even second-line treatment benchmarks for GC/GEJ adenocarcinoma, especially at the dose of 2.5×10^8 CAR-T cells per subject.

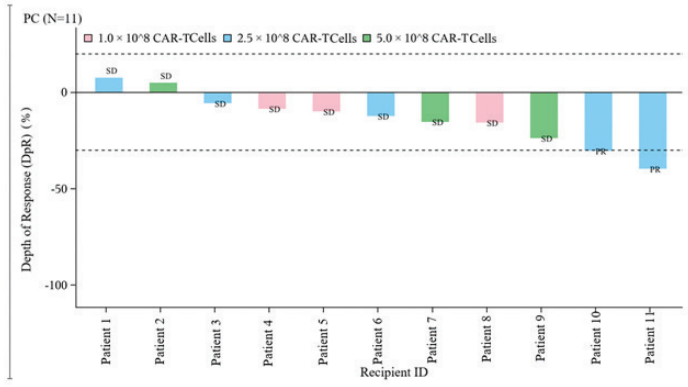
PC group. The following table sets forth results from the IMC002-RT01 trial in the pancreatic cancer cohort:

Group	Patient Number	ORR (95% CI)	DCR (95% CI)	mPFS (95% CI)	mOS (95% CI)	mDoR (95% CI)	mTTR (95% CI)
RP2D	5	40.0% (5.3, 85.3)	100.0% (47.8, 100.0)	3.9 months (2.6, NR)	9.6 months (3.0, NR)	2.7 months (2.5, NA)	2.2 months (1.4, 3.0)
Total.	11	18.2 % (2.3, 51.8)	100.0% (71.5, 100.0)	4.0 months (2.6, 4.3)	8.7 months (3.9, NR)	2.7 months (2.5, NA)	2.2 months (1.4, 3.0)

As of December 31, 2025, 11 evaluable patients with advanced pancreatic cancer were enrolled in the IMC002-RT01 study. Two patients achieved a BOR of PR, resulting in an ORR of 18.2%. The DCR was 100.0%. Notably, nine patients (81.8%) exhibited target lesion shrinkage. The mPFS was 4.0 months, and the mOS was 8.7 months.

In the medium-dose cohort (2.5×10^8 CAR-T cells per subject), 2 of 5 patients achieved PR, corresponding to an ORR of 40.0%. The median DOR among pancreatic cancer patients was 2.7 months.

The following graph provides detailed information concerning results achieved in the pancreatic cancer cohort of the IMC002-RT01 study:



These outcomes from heavily pretreated advance PC patients (8/11 patients failed at least 2 prior lines of systemic treatments) including DOR, ORR, and OS, compare favorably to the efficacy benchmarks of existing second-line treatments for pancreatic cancer.

Based on preliminary results from study IMC002-RT01, in March 2025, we received the permission to initiate a Phase Ib/II clinical trial of IMC002 for advanced gastric cancer treatment at the recommended Phase 2 dose (RP2D) of 2.5×10^8 CAR T cells per subject in the United States.

In August 2025, we completed EOP1 regulatory communication with the China National Medical Products Administration (NMPA), during which the Center for Drug Evaluation (CDE) of the NMPA agreed to proceed with the registrational Phase III clinical trial (IMC002-RT02-RCT).

A multicenter, randomized, controlled, open-label, phase III confirmatory clinical study comparing the efficacy and safety of IMC002 versus investigator's choice of therapy in adult subjects with CLDN18.2 positive, unresectable locally advanced or metastatic GC/GEJ adenocarcinoma who have received at least two prior lines of therapy (IMC002-RT02-RCT)

This Phase III study was commenced in August 2025 and is ongoing. As of the Latest Practicable Date, we have enrolled around 120 patients in this study, representing more than 80% of the target sample size. It compares single infusion of IMC002 with Investigator-Chosen Treatment (ICT) after at least 2 lines of systemic therapy for CLDN18.2-positive advanced or metastatic GC/GEJ adenocarcinoma. Primary endpoint is PFS per BIRC RECIST 1.1 assessment. The key secondary endpoint is OS while other secondary endpoints include ORR, DCR, DOR, TTR, cell kinetics (Cmax/Tmax/AUC/persistence), and safety profiling (CRS/ICANS via ASTCT 2019 criteria).

Key Inclusion and Exclusion Criteria

Key inclusion criteria for this trial were: (1) ≥2 prior lines of systemic therapy with documented progression or intolerance (including taxanes, anthracyclines, platinum, fluorouracil); (2) CLDN18.2-positive tumor (IHC ≥40% cells ≥2+ intensity) via archival/newly collected tissue; and (3) Measurable disease per RECIST 1.1, ECOG 0-1, age ≥18 years, adequate organ function.

Key exclusion criteria for this trial were: (1) active infection (≥38°C/systemic antimicrobials within 7 days pre-lymphodepletion); (2) significant cardiac history (MI/unstable angina/CABG within 1 year; LVEF <50%); (3) high bleeding risk (major vessel invasion, uncontrolled anticoagulation, prior major bleeding); and (4) prior CAR-T/TCR-T therapy, active CNS metastases, or concurrent malignancies.

We are actively enrolling patients for this registrational Phase III trial with the goal of enrolling approximately 150 patients overall. At the Latest Practicable Date, we had enrolled around 120 patients in this trial. We intend to use the data from this registrational trial in support of an NDA submission for approval of IMC002 in China.

Clinical Development Plan

The registrational Phase III RCT (IMC002-RT02-RCT, NCT07103668) for GC/GEJ adenocarcinoma is ongoing, with key results expected by the end of 2026. We currently expect to submit an NDA application to the NMPA in 2027 with respect to IMC002 as a third-line treatment for GC/GEJ adenocarcinoma.

We submitted an IND application to the NMPA in June 2026 with respect to IMC002 as a treatment for CLDN18.2-positive advanced pancreatic cancer patients without previous systemic therapy (i.e., first-line). The related study is designed as an open-label, single arm clinical study of a single dose of IMC002 (2.5x10^8 cells) after three cycles of AG 3-week regimen. The primary endpoint is ORR assessed per RECIST1.1. Secondary endpoints include DCR, PFS, OS, DOR, TTR and BOR as well as incidence and severity of adverse events, including CRS and ICANS, and PK/PD.

This trial will also include a distinct second-line cohort. After having received three cycles of chemotherapy, patients without confirmed disease progression will proceed to lymphodepletion and followed by IMC002 infusion as first-line therapy. Patients who experience disease progression following three cycles of chemotherapy will also be offered IMC002, but this will be recorded and analyzed as second-line therapy.

In addition, after receiving NMPA approval of our NDA relating to IMC002 as a third line treatment for GC/GEJ, we plan to submit a new IND application to include earlier lines of GC/GEJ adenocarcinoma as new indications with respect to IMC002 and to initiate the clinical trials accordingly.

Regulatory Communications relating to IMC002

The following tables set forth material communications we had with regulatory authorities during our research and development of IMC002, our Core Product.

Regulatory Authority	Communication Type	Form of Communication	Date of submission of meeting request	Content of Communication	Results of Communication
NMPA (CDE) .	Pre-IND meeting	Written response	August 16, 2022	We submitted the clinical study protocol synopsis (Phase I/IIa), as well as the CMC and nonclinical (NC) data summary (or study plan), to support the IND application. We consulted on the design of clinical trials, pharmacological & pharmacokinetic, toxicological and CMC issues	CDE provided guidance and suggestions on our clinical study design, CMC and NC studies, such as the adoption of a conventional "3+3" dose escalation model, the inclusion of sentinel observers in each cohort, and the sequential enrollment of subjects in the high dose group, and agreed that our IND application could proceed with the submission of supplementary data. And we agreed to follow CDE's suggestions.
	IND	IND Approval letter	January 16, 2023	We submitted the Phase I/IIa clinical study protocol, as well as the CMC and NC package, to support IND approval.	We received the IND approval letter on April 6, 2023, with comments on study design such as requirements on NC and CMC study. We may proceed to initiate a Phase I/IIa study and to progress to the subsequent phases of the study under this IND for advanced CLDN18.2-positive digestive system tumors in China.

Regulatory Authority	Communication Type	Form of Communication	Date of submission of meeting request	Content of Communication	Results of Communication
	End of Phase I meeting	Written response	December 31, 2024	We provided data with 16 subjects from our Phase I/IIa clinical trial and consulted on the study design of single arm registrational clinical trial (IMC002-RT02) for GC/GEJ adenocarcinoma.	CDE suggested a randomized study design, and advised us to submit supplementary data (with more subjects) to support the initiation of registrational clinical trial.
	End of Phase I meeting	Written response	April 30, 2025	We provided the latest data with 24 subjects from our Phase I/IIa clinical trial, and consulted on the study design of the randomized registrational Phase III clinical trial (IMC002-RT02-RCT) for the full approval of GC/GEJ adenocarcinoma.	CDE provided some comments such as the primary efficacy endpoints and the sample size. We revised the protocol according to CDE's suggestions and the finalized protocol was approved and registered on the Clinical Trial Registration Platform of CDE.
	Type I meeting request for PC indication	Written response	December 12, 2025	We provided data with 11 PC subjects from the Phase I/IIa clinical trial and consulted on the clinical development plan of PC indication, as well as Phase II clinical trial (IMC002-RT04) design as a first line treatment for pancreatic cancer.	CDE requested us to submit a new IND for first line PC indication and provided guidance on statistic methods of the clinical design.
U.S. FDA . . .	Pre-IND meeting	Written response	August 26, 2022	We submitted the Phase I clinical study synopsis and the CMC and NC data summary (or study plan) to support the IND application. We consulted on the design of clinical trials, pharmacological & pharmacokinetic, toxicological and CMC issues.	U.S. FDA provided guidance and suggestions on our clinical study design, CMC and NC studies, such as to provide justification for the starting dose, at least three subjects must be enrolled per dose level cohort, as well as suggestions regarding DLT definitions and study stopping rules. And we agreed to follow FDA's suggestions.

Regulatory Authority	Communication Type	Form of Communication	Date of submission of meeting request	Content of Communication	Results of Communication
	IND	IND Approval letter	February 10, 2023	We submitted the Phase I clinical study protocol, as well as the CMC and NC package, to support IND approval.	We received the "Study May Proceed" letter on March 10, 2023, without any further comments or requirements. We may proceed to initiate a Phase I trial and progress to subsequent phases of the study under this IND for CLDN18.2-positive advanced digestive system tumors in the US.
	End of Phase I meeting	Written response	January 15, 2025	We provided data with 16 subjects from our Phase I/IIa clinical trial, and consulted on the clinical development plan, as well as Phase IIb clinical trial design as a registrational study.	U.S. FDA did not agree that the current clinical data were sufficient to support proceeding with the proposed registrational trial. However, the U.S. FDA agreed with our RP2D selection, and suggested to conduct a dose expansion study with the RP2D dosage.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET IMC002 SUCCESSFULLY.

Anti-EpCAM CAR-T (IMC001)

Overview

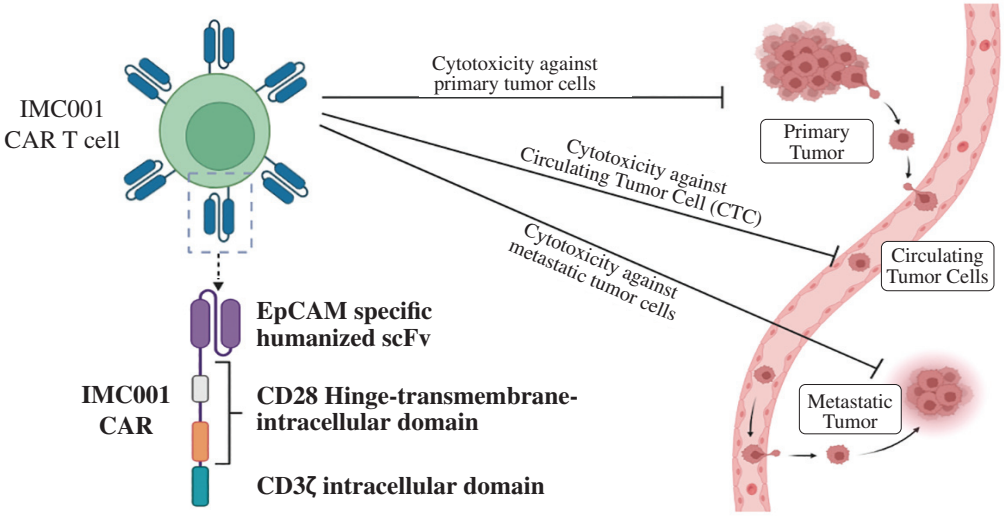
IMC001 is an anti-EpCAM CAR-T cell therapy for treatment of a wide range of epithelial-derived tumors, with additional applications to target metastatic tumors and circulating tumor cells.

Mechanism of Action

EpCAM is a multifunctional transmembrane protein that is frequently and highly expressed on various carcinomas and their metastases. It plays a functional role in the regulation of cell adhesion, proliferation, and stemness, and serves as a prognostic marker and an anchor molecule on circulating and disseminated tumor cells (CTCs/DTCs), which are considered the major source for metastatic cancer cells. Accordingly, therapeutic strategies targeting EpCAM have the potential to deliver a multiplicative therapeutic impact by simultaneously addressing primary tumors, circulating tumor cells, and metastatic lesions, thereby supporting a differentiated and potentially efficient approach for the treatment of solid tumors.

In normal epithelial cells, EpCAM is primarily localized to the basolateral membrane and incorporated into multiprotein complexes, which limits its accessibility to immune-based therapies. In contrast, during malignant transformation, EpCAM expression is upregulated and redistributed across the entire tumor cell surface, resulting in increased antigen density and accessibility. This altered expression pattern makes EpCAM a tumor-associated antigen suitable for targeted cellular immunotherapies.

IMC001 is an autologous CAR-T cell therapy in which a patient's own T cells are genetically modified via lentiviral transduction to express a chimeric antigen receptor (CAR) targeting epithelial cell adhesion molecule (EpCAM). IMC001 CAR-T cells recognize EpCAM-positive tumor cells through a humanized single-chain variable fragment (scFv) incorporated into the CAR construct. The CAR further comprises a CD28-derived hinge and transmembrane domain, followed by intracellular signaling domains from CD28 and CD3ζ. Upon antigen engagement, these signaling domains cooperatively activate the engineered T cells, leading to their proliferation, cytokine secretion, and cytotoxic effector functions. Activated IMC001 CAR-T cells eliminate target tumor cells through mechanisms including perforin- and granzyme-mediated apoptosis, as well as immune modulation within the tumor microenvironment.



Market Opportunity and Competition

Market opportunity

The majority of human tumors arise from epithelial tissues, and accordingly the category of epithelial-derived tumors includes many different types of cancer, including esophageal, gastric, pancreatic, colorectal, ovarian, breast and lung cancer, each of which represents a very substantial addressable market. Epithelial derived tumors, also referred to as carcinomas, are tumors that originate from epithelial tissue, accounting for more than 80% of all tumors, affecting skin, breasts, kidney, liver, lungs, pancreas, prostate gland, and head and neck. For example, over 90% of gastric cancer patients have EpCAM expression.

Competitive Landscape and Competitive Advantage

Huge Market Potential with Broad Indications: IMC001 has the potential to address a broad range of indications due to the widespread expression of EpCAM across epithelial-derived tumors, which may capture a larger addressable market compared with tumor-associated antigens that are limited to a small number of specific cancer types.

Confirmed Therapeutic Window in Treating Solid Tumors: IMC001 has demonstrated a clinically meaningful therapeutic window for the treatment of advance gastric cancer as shown in the IIT studies, while Bi-specific antibodies targeting EpCAM only show efficacy in treating malignant ascites, and fail to show a therapeutic window for the treatment of solid tumors. For example, Catumaxomab has been approved for treatment of malignant ascites but failed its phase II trial evaluating its application in treating peritoneal carcinomatosis in patients with gastric cancer.

IMC001-CT03: an IIT for EpCAM-positive gastric cancer

IMC001-CT03 was initiated in August 2021 and completed in May 2023. It is a Phase I, open-label, dose-escalation investigator-initiated study (IIT) evaluating EpCAM-targeted CAR-T therapy in advanced gastric cancer patients with ≥2 prior treatment failures. The trial employed a 3+3 design with doses of 3×10^5, 1×10^6, and 3×10^6 CAR-T cells/kg. The objective of the trial was to observe and evaluate the safety and tolerability, as well as PK/PD and preliminary efficacy of IMC001 when administered with intravenous infusion to patients with advanced gastric cancer. The primary endpoint was safety and tolerability within 28 days after a single infusion, to determine DLT and MTD, and was reached at day 28. Secondary endpoints were RP2D determination, efficacy assessment (ORR/DOR/DCR/TTR/PFS/OS), and PK/PD characterization, adverse events, together with the exploratory objectives as biomarkers, CTC clearance, ADA, and long-term follow-up (lentiviral integration/RCL) in advanced gastric cancer.

A total of 12 patients were infused with IMC001 and included in the safety analysis (n = 4, low-dose group; n = 3, middle-dose group; n = 3, high-dose group; n = 2, expansion patients enrolled in middle dose group). 10 of 12 patients received at least one imaging assessment and were included in the efficacy analysis.

The following tables provide information concerning IMC001-CT03:

	Primary Endpoint	Secondary Endpoint
Objectives:	Safety and tolerability within 28 days after a single infusion, to determine Dose-Limiting Toxicity (DLT) and Maximum Tolerated Dose (MTD).	To determine RP2D for IMC001
Results	Dose-limiting toxicity (DLT) was reported in 2 patients in the high-dose (3×10^6 cells/kg) group. No DLT was observed in the low-dose (3×10^5 cells/kg) or middle-dose (1×10^6 cells/kg) groups.	RP2D is determined as 1×10^6 cells/kg

Group	Patient Number	ORR	DCR	mPFS	mOS
RP2D	5	40.0%	80.0%	4.5 months	13.8 months
Total	10	30.0%	70.0%	4.5 months	8.4 months

Dose-limiting toxicity (DLT) was reported in 2 patients in the high-dose (3×10^6 cells/kg) group. No DLT was observed in the low-dose (3×10^5 cells/kg) or middle-dose (1×10^6 cells/kg) groups. Of the 12 patients, 11 (91.7%) experienced a grade 3 or greater TRAE. Specifically, these grade 3 or higher TRAEs included decreased lymphocyte count (9/12), decreased white blood cell

count (7/12), decreased neutrophil count (4/12), decreased platelet count (4/12), cytokine release syndrome (3/12), liver dysfunction (3/12), and immune-related hepatitis (2/12). Patients' TRAEs with an incidence rate $\geq$10% by preferred term included CRS, abnormal liver function, and immune-related hepatitis.

In the middle-dose (1×10^6 cells/kg, the proposed RP2D dose) cohort, the ORR was 40% (2/5) with the DCR of 80% (4/5), mPFS of 4.5 months and a mOS of 13.8 months. No treatment-related deaths or SAEs or DLT were reported. All patients in this group experienced grade 3 or 4 TRAE, primarily due to lymphodepleting preconditioning, including decreased lymphocyte count, decreased neutrophil count, decreased white blood cell count, and decreased platelet count. 3 of 5 patients experienced CRS events post-infusion with only 1 patient experiencing Grade 3 CRS who quickly recovered within 3 days after using tocilizumab.

Among these 5 patients treated with IMC001 at a dose of 1×10^6 cells/kg, one patient became eligible for a surgery at week 27 post infusion when he achieved confirmed PR with 2 consecutive tumor evaluations. This patient got the chance to receive radical gastrectomy surgery with clear margin (i.e. No Evidence of Disease, NED). As of the latest evaluation (November, 2024), this patient remains alive which the survival maintained over 30 months post-infusion. This case underscores IMC001's potential for wide clinical applications, including therapeutic conversion from non-operable to operable. In August 2025, the results of this IIT study plus IMC001 preclinical data were reported in the journal *Molecular Therapy*, which is a renowned international journal in the Scientific Citations Index.

The study was conducted in Shanghai Changhai Hospital, with Dr. Tianhang Luo as the principal investigator. We entered into a clinical research agreement for this study with terms, including our exclusive rights to the clinical trial data and preferential rights over new intellectual property, that are materially consistent with our standard IIT agreements (for details, see "— Product Candidate Development Process — Clinical Development"). During the Track Record Period, the research and development costs attributable to this IIT was approximately RMB6.7 million, which was funded by our Company.

IMC001-CT04: an IIT evaluating the safety, tolerability, and efficacy of IMC001 in patients with advanced digestive system malignancies

This IIT was commenced in August 2021 and terminated in February 2023. It is a multi-center, single-arm, open-label, 2-stage IIT to observe and evaluate the safety and tolerability, as well as PK/PD and preliminary efficacy, of IMC001 when administered with intravenous infusion to patients with advanced EpCAM-positive gastrointestinal tract cancer. Stage I employs a "3+3" dose-escalation design across three dose levels (3×10^5/kg, 1×10^6/kg, 3×10^6/kg) to determine MTD/Recommended Dose for Expansion (RDE). Stage II expands to 30 patients receiving RDE with local ablation (radiofrequency/microwave) for liver metastases. Primary endpoints include safety/tolerability at 28 days; secondary endpoints assess PD biomarkers, efficacy (ORR/DOR/DCR/PFS).

During August 2021 to November 2022, a total of 8 patients were enrolled in dose-escalation stage (Stage I). 7 advanced colorectal cancer patients and 1 advanced gastric cancer patient were allocated across three dose levels: 4 patients at low-dose (3×10^5 cells/kg), 3 at medium-dose (1×10^6 cells/kg), and 1 at high-dose (3×10^6 cells/kg).

The study was conducted in the First Affiliated Hospital of Zhejiang University School of Medicine, with Dr. Weijia Fang as the principal investigator. We entered into a clinical research agreement for this study with terms, including our exclusive rights to the clinical trial data and preferential rights over new intellectual property, that are materially consistent with our standard IIT agreements (for details, see "— Product Candidate Development Process — Clinical Development"). During the Track Record Period, the research and development costs attributable to this IIT was approximately RMB4.5 million, which was funded by our Company.

No dose-limiting toxicities were observed; TRAEs occurred in 62.5% of patients (primarily Grade 1-2 cytokine release syndrome 50% and immune hepatitis 25%), with 12.5% Grade ≥3 TRAEs and no treatment-related deaths.

Based on the clinical results of IMC001-CT03 and IMC001-CT04, an IND application has been filed and approved. Stage II of IMC001-CT04 will not proceed further.

IMC001-RT02: A Phase I/IIa Clinical Trial Evaluating Safety and Efficacy of IMC001 in Advanced Epithelial Solid Tumors

Pursuant to the IND application approved by the NMPA relating to IMC001-RT02, this open-label I/IIa trial employs a two-phase structure:

- Phase I (Dose Escalation): 7-15 patients undergo accelerated titration with 3+3 design across 3×10^5, 1×10^6, and 2×10^6 CAR-T cells/kg doses to determine RP2D in patients with epithelial-derived malignancies, including but not limited to GC/GEJ adenocarcinoma, triple-negative breast cancer, biliary tract tumors, ovarian cancer, colorectal cancer, etc.

- Phase IIa (Efficacy Expansion): 6-20 patients per tumor type receive RP2D to validate efficacy/safety. The design incorporates statistical adaptability for regulatory compliance.

This study establishes dual primary objectives: Phase I focuses on safety/tolerability assessment across dose cohorts (3×10^5 to 2×10^6 CAR-T cells/kg) to determine the recommended Phase II dose (RP2D), while Phase IIa evaluates efficacy in standard-refractory epithelial solid tumors. Secondary objectives encompass pharmacokinetic/pharmacodynamic (PK/PD) profiling, biomarker correlation (cytokines, CAR-T phenotypes, TME), and long-term safety monitoring (immunogenicity, viral integration). Exploratory analyses investigate dose-response relationships and predictive biomarkers to inform therapeutic optimization.

IND approval by NMPA was obtained in March 2025, followed by ethical approval in December 2025. Patient enrollment has been commenced in 2026. This IND approval enables us to initiate a Phase I/IIa basket trial study and to progress to the subsequent phases of the study for advanced epithelial-derived solid tumors.

We anticipate that, by the end of 2027, the RP2D of IMC001 will be confirmed and optimal tumor types/patient populations identified. In 2028, we intend to initiate late-stage trials for prioritized indications after communicating with the authorities.

Regulatory Communications relating to IMC001

Regulatory Authority	Communication Type	Form of Communication	Date of submission of meeting request	Content of Communication	Results of Communication
NMPA (CDE) .	Pre-IND meeting	Written response	June 29, 2023	We consulted on the design of clinical trial, pharmacological & pharmacokinetic, toxicological and CMC issues	CDE provided guidance and agreed that the IND application can proceed with the submission of supplementary data
U.S. FDA . . .	Pre-IND meeting	Written response	June 14, 2023	We consulted on the design of clinical trial, pharmacological & pharmacokinetic, toxicological and CMC issues	U.S. FDA provided guidance and agreed that the IND application can proceed with the submission of supplementary data. U.S. FDA accepted our Phase Ib/II study design.

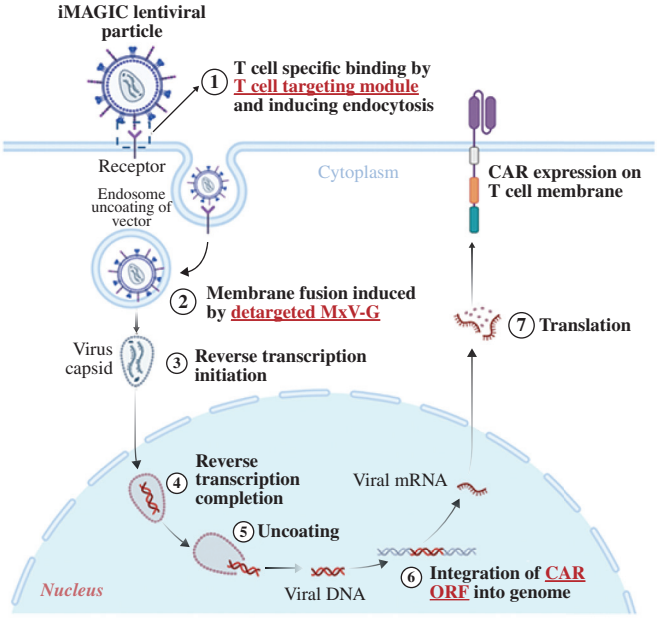
WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET IMC001 SUCCESSFULLY.

OUR NEXT-GENERATION CAR-T TECHNOLOGY PLATFORMS

Building on our well-established second-generation *ex vivo* CAR-T cell therapy technology, we have established next-generation technology platforms, including principally iMAGIC, our *in vivo* CAR-T cell therapy platform, as well as synthetic NKG2D receptor technology and our Peri Cruiser®, T-Booster and SolidGuard technologies, each of which we believe will enable us to overcome the challenges we are facing with CAR-T cell therapies.

iMAGIC– Our *in vivo* CAR-T Technology Platform

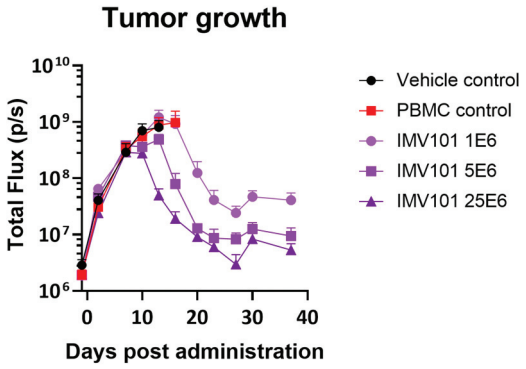
Our iMAGIC platform (Innovative MxV-G-LV Activated and Generated *in vivo* CAR-T) is a lentiviral-based *in vivo* CAR-T technology designed to address key limitations of conventional autologous CAR-T therapies, including complex manufacturing requirements, extended vein-to-vein timelines, and high costs. The platform incorporates a detargeted MxV glycoprotein (MxV-G), which is optimized through artificial intelligence (AI) driven design approaches. In combination with a proprietary T cell–targeting module (TCM), the iMAGIC platform enabling selective activation and transduction of T cells directly *in vivo* while reducing off-target gene delivery to non-T cells. The iMAGIC platform has been validated across multiple projects targeting CD19 (IMV101), BCMA (IMV102), and CLDN18.2 (IMV103) as well as one project dual-targeting CD19 and CD20 (IMV104). These preclinical data have been disclosed, or are scheduled to be presented at leading international conferences including ASH, ASGCT, and AACR. The following diagram illustrates the mechanism of action of the iMAGIC platform:



Anti-CD19 in vivo CAR-T (IMV101)

IMV101 is being developed for the treatment of B-cell disorder related diseases, including B-cell malignancies, and autoimmune diseases. CD19 is a well-established B-cell lineage marker that is broadly and consistently expressed across these diseases, while its expression in normal tissues is largely confined to B cells and their precursors. Leveraging our iMAGIC *in vivo* CAR-T platform, IMV101 is designed to treat these B-cell related disorders by inducing the generation of CD19-targeting CAR-T cells directly *in vivo*. In preclinical studies, IMV101 demonstrated the ability to induce functional CD19 CAR-T cells *in vivo* and to inhibit tumor growth in human PBMC-reconstituted mouse models, supporting its therapeutic potential in B-cell malignancies.

The following figure illustrates that IMV101 could inhibit Nalm6-Luc tumor growth in human PBMC reconstituted mice:



Source: ASH annual meeting 2025, Poster 5857

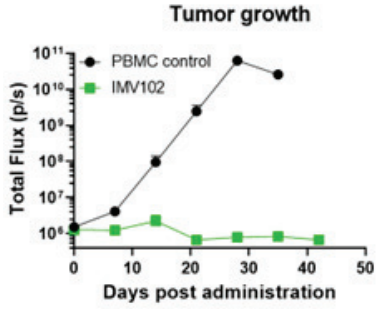
Clinical development plan

The first-in-human IIT for IMV101 was commenced in December 2025, with a planned enrollment of 20 to 30 patients. The trial is designed as an investigator-initiated, open-label, single-center, Phase I/IIa dose-escalation and dose-expansion clinical study to evaluate the safety, tolerability and preliminary efficacy of IMV101 as a monotherapy in subjects with relapsed or refractory B-cell non-Hodgkin lymphoma. The dosing schedule is a single intravenous dose per patient, and the follow-up period is two years. The primary endpoint is incidence of DLTs within 28 days following administration of IMV101 administration. The study was conducted in the First Affiliated Hospital of Zhejiang University School of Medicine, with Dr. Hongyan Tong as the principal investigator. We entered into a clinical research agreement for this study with terms, including our exclusive rights to the clinical trial data and preferential rights over new intellectual property, that are materially consistent with our standard IIT agreements (for details, see "— Product Candidate Development Process — Clinical Development"). During the Track Record Period, the research and development costs attributable to this IIT was approximately RMB5.8 million, which was funded by our Company. To date, the trial has demonstrated a favorable safety profile in human subjects. Based on the favorable safety profile observed in the IIT to date, we expect that additional IITs with respect to IMV101 as a treatment for autoimmune diseases (such as SLE) will be commenced to explore IMV101's therapeutic potential beyond oncology, subject to receipt of approval from the China National Center for Biotechnology Development.

Anti-BCMA in vivo CAR-T (IMV102)

IMV102 is being developed for the treatment of multiple myeloma, which is a malignant plasma cell disorder that remains incurable for most patients, with frequent relapse and refractory disease despite available therapies, highlighting a significant unmet medical need. BCMA is a well-validated target that is highly and consistently expressed on malignant plasma cells across disease stages, while its expression in normal tissues is largely restricted to the plasma cell lineage. This selective and disease-relevant expression profile provides a strong biological rationale for BCMA-targeted T-cell-based therapies and underpins the development of IMV102. In preclinical studies, IMV102 demonstrated the ability to induce functional BCMA CAR-T cells *in vivo* and to inhibit tumor growth in human PBMC-reconstituted mouse models, supporting its therapeutic potential in multiple myeloma.

The following figure illustrates that IMV102 could inhibit NCI-H929-Luc tumor growth in human PBMC reconstituted mice:



Source: Company internal data

Clinical development plan

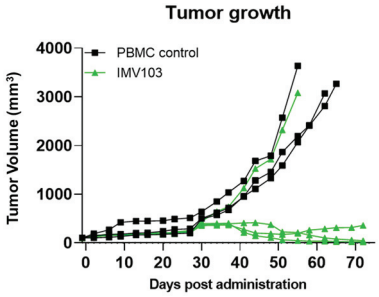
The IIT relating to IMV102 as a treatment for multiple myeloma (MM) was commenced in April 2026 with the objective of observing and evaluating the safety, tolerability and preliminary efficacy of IMV102 in treating patients with relapsed/refractory multiple myeloma. It is designed as a single-center, open-label, dose-escalation Phase I clinical trial. The primary endpoint is to evaluate the safety of IMV102 injection in patients with relapsed/refractory multiple myeloma. The dosing schedule is a single intravenous dose per patient, and the follow-up period is two years. To date, the trial has demonstrated a favorable safety profile in human subjects. The principal investigator with respect to this IIT is Dr. Yajing Zhang of Beijing GoBroad Boren Hospital. During the Track Record Period, the research and development costs attributable to this IIT was approximately RMB2.2 million, which was funded by our Company.

We expect that an additional IIT with respect to IMV102 as a treatment for r/r MM will be commenced following receipt of the requisite approvals in light of recent regulatory development.

Anti-CLDN18.2 in vivo CAR-T (IMV103)

Leveraging our iMAGIC *in vivo* CAR-T platform and our proprietary CAR sequence of IMC002, the IMV103, an anti-CLDN18.2 *in vivo* CAR-T therapy, is developing to treat gastrointestinal tumors. In preclinical studies, IMV103 demonstrated the ability to induce functional CLDN18.2 CAR-T cells *in vivo* and to inhibit tumor growth in human PBMC-reconstituted mouse models, supporting its therapeutic potential in gastrointestinal tumors.

The following figure illustrates that IMV103 could inhibit NUGC4-Luc tumor growth in human PBMC reconstituted mice:



Source: ASGCT's Breakthroughs in Targeted In Vivo Gene Editing, 2025

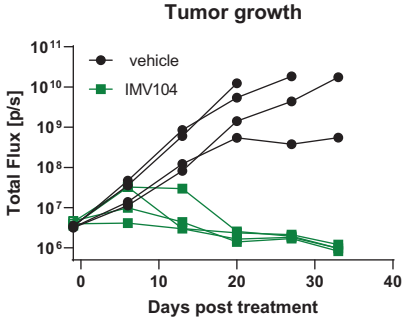
Clinical development plan

We have initiated the process of seeking regulatory approval for an investigator-initiated trial of IMV103 as a treatment for gastric cancer and pancreatic cancer. We currently expect to submit an IND application relating to IMV103 to the NMPA in the first half of 2027. IMV103 is potentially the first *in vivo* CLDN18.2-targeted CAR-T therapy developed worldwide for the treatment of gastric cancer and pancreatic cancer, according to Frost & Sullivan.

Anti-CD19/CD20 in vivo CAR-T (IMV104)

IMV104 is a CD19×CD20 dual-targeting in vivo CAR-T product candidate for treatment of B-cell disorders that we have developed using our iMAGIC platform. It is designed to broaden antigen coverage and potentially reduce the risk of antigen-negative relapse, which is a key limitation of conventional CD19-directed CAR-T therapies. Following extensive screening and optimization of multiple CAR architectures, IMV104 was developed with high target specificity and potent antitumor activity in preclinical studies. In preclinical studies, IMV104 demonstrated the ability to generate functional CAR-T cells *in vivo* and to inhibit tumor growth in various B-cell malignancy models.

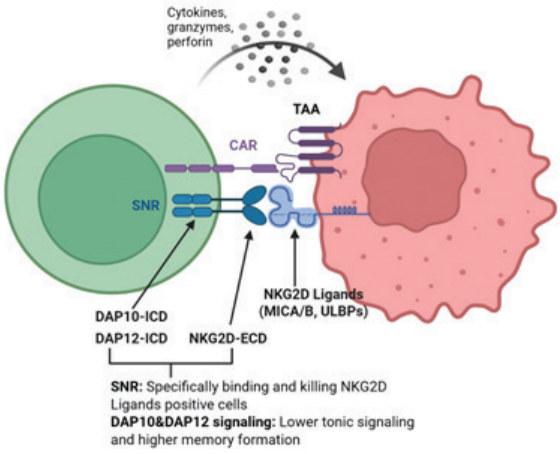
The following figure illustrates that IMV104 could inhibit Daudi-Luc tumor growth in human PBMC reconstituted mice:



Our SNR Technology Platform

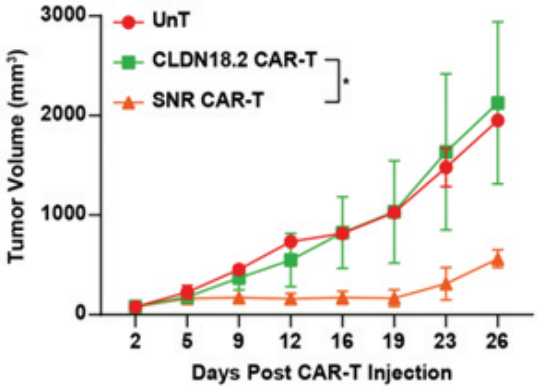
The clinical efficacy of CAR-T cell therapies in solid tumors has been constrained by pronounced tumor antigen heterogeneity, which is characterized by the expression of a single tumor-associated antigen may be heterogeneous, dynamic, or downregulated under therapeutic pressure, resulting in incomplete tumor coverage and antigen escape. NKG2D ligands ("NKG2DLs") represent a class of stress-induced molecules that are broadly upregulated across a

wide range of solid and hematologic malignancies and suppressive cells within hostile tumor niches, while generally exhibiting low or absent expression in normal tissues. Their expression is driven by oncogenic stress, DNA damage responses, and inflammatory signaling, making NKG2DLs complementary targets to conventional tumor-associated antigens for addressing both antigen heterogeneity of tumor. Building on this biological rationale, our Synthetic NKG2D Receptor ("SNR") platform is designed to enable CAR-T cells to simultaneously engage NKG2D ligands and a second tumor-associated antigen through co-expression of a SNR module alongside a conventional CAR construct. The SNR module incorporates extracellular domain of NKG2D and intracellular signaling domains derived from DAP10 and DAP12, which could provide complementary co-stimulatory signals that enhance T cell activation, metabolic fitness, and persistence, while mitigating premature exhaustion. The following figure illustrates the MOA of SNR platform:



IMC008, our initial product candidate generated from our SNR platform, incorporates an SNR module to a conventional CLDN18.2-directed CAR-T. In preclinical studies, IMC008 demonstrated enhanced anti-tumor activity compared to conventional CAR-T cells across multiple solid tumor models. These effects were associated with improved T cell expansion, increased tumor infiltration, and a higher proportion of memory-associated T cell phenotypes, without a corresponding increase in non-specific cytotoxicity. Collectively, these findings support IMC008 as a differentiated approach to addressing antigen heterogeneity in solid tumor CAR-T therapies.

The following figure illustrates that IMC008 showed better tumor control than conventional single target CLDN18.2 CAR-T in heterogeneous tumor model in mice:

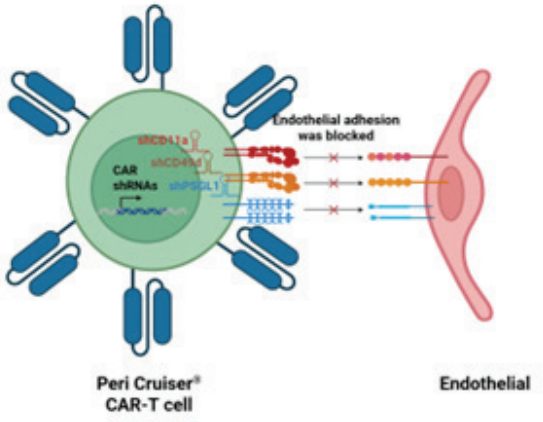


Source: Sun M, et al., Synthetic NKG2D receptor (SNR) armored CAR-T cells overcome antigen heterogeneity of solid tumor. Cell Oncol (Dordr). 2025 Oct;48(5):1299-1315.

An IIT with respect to IMC008 as a treatment for gastric cancer and pancreatic cancer is planned to be commenced in China, and independent ethics committee approval for this IIT has been obtained. We intend to conduct the study at Shanghai Changhai Hospital with Dr. Tianhang Luo as the principal investigator. As of the Latest Practicable Date, we had not entered into a clinical research agreement for this study.

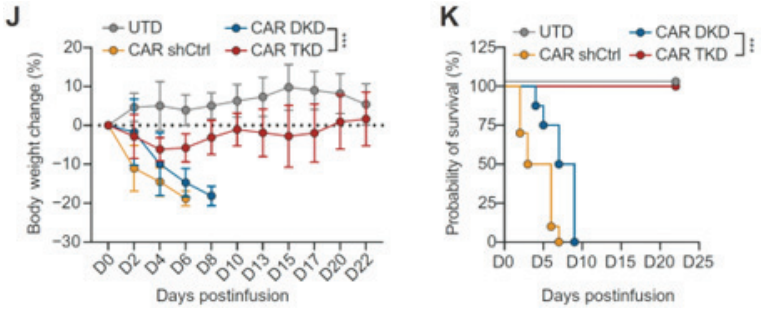
Our Peri Cruiser® Technology Platform

Another major challenge currently associated with CAR-T therapies for solid tumors is on-target off-tumor toxicity. In solid tumors, there is a scarcity of tumor-specific targets that are not shared with critical, healthy tissues. In the absence of tumor-specific antigens for solid tumors, CAR-T cell therapies for solid tumors have employed CARs directed to tumor-associated antigens that are also expressed to some extent in normal tissues, and the risk of on-target off-tumor toxicity has been observed in clinical trials of CAR-T therapies for especially solid tumors. To address this, our Peri Cruiser® platform is designed to limit CAR-T cell infiltration into normal tissues by modulating key adhesion and trafficking pathways. Specifically, a triple knockdown of CD11a, CD49d, and PSGL1, molecules critical for T-cell adhesion and tissue migration, was developed to reduce non-tumor tissue engagement while preserving antitumor cytotoxicity, thereby improving the therapeutic window of CAR-T cells. This strategy and its supporting preclinical data have been peer-reviewed and published in *Science Translational Medicine*. We believe that this research establishes a proof of concept for an adaptable platform designed to reduce on-target off-tumor toxicity in CAR-T cells targeting tumor-associated antigens within solid tumors. The following figure illustrates the mechanism of action of the Peri Cruiser® platform:



IMC003, our initial product candidate generated from our Peri Cruiser® platform, is an EpCAM-targeted CAR-T cell therapy. In preclinical models, IMC003 demonstrated significantly reduced on-target, off-tumor toxicity *in vivo* compared with conventional CAR-T controls. Importantly, this reduction in toxicity did not diminish antitumor activity, as the modified CAR-T cells retained robust efficacy against solid tumor xenografts in mouse models. In addition, the engineered T cells exhibited enhanced formation of memory T-cell phenotypes and reduced tonic signaling, biological correlates of sustained functionality and persistence. Collectively, these results support the potential of IMC003 to achieve effective tumor control with a more favorable safety profile than conventional CAR-T cells.

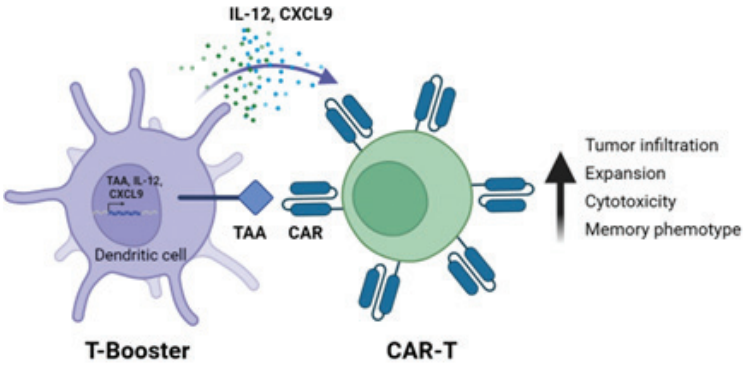
The following figures illustrate that IMC003 (CAR TKD) showed better safety than conventional CAR-T in mice:



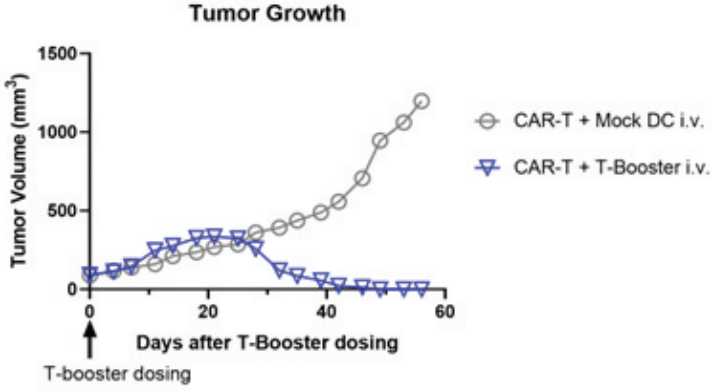
Source: Wang H, et al. Triple knockdown of CD11a, CD49d, and PSGL1 in T cells reduces CAR-T cell toxicity but preserves activity against solid tumors in mice. Sci Transl Med. 2025 Jan 22;17(782):eadl6432.

Our T-Booster Technology Platform

Another major challenge currently associated with CAR-T therapies for solid tumors is the limited infiltration of CAR-T cells into the tumor tissue and the poor persistence of CAR-T cells, with limited long-term expansion and efficacy. Our T-Booster technology platform is designed to address limitations observed with CAR-T cell therapies in solid tumors, including restricted tumor infiltration, and suboptimal *in vivo* expansion. The T-Booster technology platform consists of an engineered dendritic cell vaccine expressing a tumor-associated antigen together with selected immunostimulatory molecules, including interleukin-12 (IL-12) and the chemokine CXCL9 T-Booster is designed for use in combination with CAR-T therapies. By leveraging the antigen-presenting and immune-modulatory functions of DCs, the platform is intended to promote recruitment of CAR-T cells to tumor sites, and support sustained T-cell activity and persistence. The following figure illustrates the mechanism of action of the T-Booster platform:



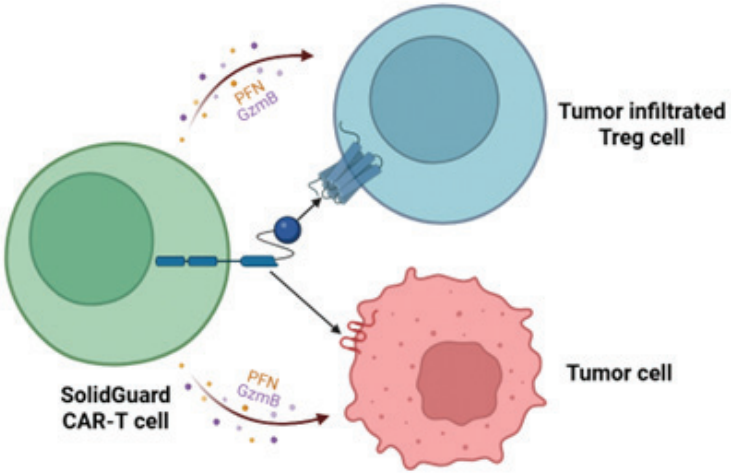
IMC004, our initial product candidate generated from our T-Booster platform, is a CLDN18.2/IL-12/CXCL9 engineered dendritic cells. In preclinical studies, IMC004 combined with CLDN18.2 CAR-T showed durable anti-tumor efficacy in multiple models, including large tumor burden or prior CAR-T treatment failure, without additional observable toxicity. Mechanistic analyses indicated preferential accumulation of engineered dendritic cells in tumor and lymphoid tissues, accompanied by reduced exhaustion-associated markers and increased memory-associated phenotypes in CAR-T cells. We believe these findings support T-Booster as a broadly applicable platform to improve the durability and therapeutic potential of CAR-T therapies for solid tumors. The following figure illustrates that CAR-T combined with IMC004 (T-Booster) showed higher antitumor efficacy as compared to a CAR-T combination with mock DC in NUGC4-Luc xenografted mice:



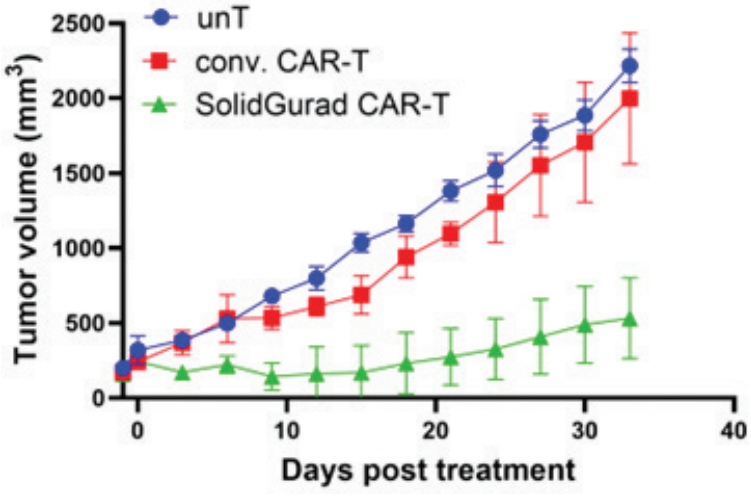
Source: European Society for Gene and Cell Therapy (ESGCT) annual congress, poster: P0776

Our SolidGuard Platform

Our SolidGuard platform is designed to alleviate the inhibition of antitumor immune response carried out by immunosuppressive Regulatory T cells (Tregs). By releasing immunosuppressive cytokines like TGF-β, Tregs can disrupt the normal endogenous immune response (dendritic cells, T cells etc.) by suppressing the maturation of antigen presenting cells (APCs) and the delivery of the co-stimulatory signals, as well as the proliferation and functionalities of the CAR-T cells. This platform is designed to simultaneously target tumor-associated antigens (TAAs) and an undisclosed target, which is highly expressed on the tumor infiltrated Treg cells, with the goal of reducing local Treg-mediated TME immunosuppression while inducing CAR-T cell proliferation and cytotoxicity. The following figure illustrates the mechanism of action of the SolidGuard platform:



In our preclinical studies, we have designed and engineered a dual-target CAR-T co-targeting the Treg target and CLDN18.2. Mice that were administered with the dual-target CAR achieved better tumor suppression activities compared with conventional CAR-T controls. Further analysis revealed that there was an increase in $CD8^+$ T cell infiltration and reduction in FoxP3- positive Treg cells. These results support our expectation of simultaneously inhibiting the TME immunosuppressive responses while enhancing the antitumor activities of the CAR-T cells and endogenous immune responses, making it a prominent candidate to overcome the key challenge of suppressive TME in solid tumors. The following figure illustrates that SolidGuard CAR-T showed higher antitumor efficacy than conventional single target CLDN18.2 CAR-T in synergetic mice model:



Source: Company internal data

RESEARCH AND DEVELOPMENT

We believe that research and development is the key to driving our therapeutics strategy and maintaining our competitiveness in the biopharmaceutical industry. We are dedicated to enhancing our portfolio of CAR-T cell therapies with a particular focus on improving the safety and effectiveness of CAR-T therapies for the treatment of solid tumors. We will continue our efforts to make cancers curable by leveraging our extensive in-house research and development capabilities in target selection, CAR construct design and optimization, *in vitro/in vivo* validation, as well as our next-generation CAR-T technologies applied to *ex-vivo* and *in vivo* CAR-T products to address pressing challenges in our industry, as well as bring first-in-class or best-in-class cell therapy products to meet patients' needs globally.

Our integrated cell therapy R&D capabilities are composed of design and optimization of CAR molecules and functional enhancement modules, engineering and construction of *in vivo* viral vectors, immune cell function evaluation, plasmid and lentiviral vector preparation capabilities, lentivirus process development, *ex vivo* cell therapy process development, molecular, flow cytometry, biochemical, physical-chemical, and cell-based analytical capabilities, biological samples testing capabilities, and capabilities for clinical studies.

In-house R&D Team

Our research and development capabilities are supported by a dedicated team of key R&D personnel who possess extensive expertise in cell therapy, molecular biology, and regulatory affairs. This team has made significant contributions to the discovery and clinical development of our Core Product and other product candidates from the early drug discovery stage. Our key R&D personnel include:

- **Dr. Sun**, our founder, executive Director, chairperson of the Board, and chief executive officer, is a key member of our R&D leadership. Dr. Sun possesses over 15 years of full-chain drug development experience in the biopharmaceutical industry, with a strong focus on R&D project management and advancing therapies from the preclinical stage through to commercialization. Prior to founding our Group, Dr. Sun held senior leadership roles, including serving as a member of the founding team, CEO assistant and director of pharmaceutical regulatory affairs and government affairs at Fosun Kite (now known as Fosun Kairos), where she played a critical role in bringing Yescarta, China's first approved CAR-T product. Throughout her career at leading pharmaceutical companies, including Henlius Biotech and Yangzijiang Pharmaceutical Group, she has successfully managed the R&D and regulatory pathways. Within our Group, Dr. Sun is primarily responsible for our overall strategic development planning and has contributed significantly to the clinical advancement of our Core Product by leading preclinical development and strategic pipeline execution. She obtained her master's degree in pharmacology from Tsinghua University and her doctoral degree in pharmacology from Fudan University, is an inventor of key patents relating to CAR-T cell applications, and has authored critical publications validating our Group's pipeline, including serving as the corresponding author for the preclinical development and Phase I trial of IMC001.

- **Dr. Ruidong Hao**, our executive Director, and head of our R&D centre, possesses over 10 years of extensive experience in the biotechnology and pharmaceutical industry. Prior to joining our Group in 2022, Dr. Hao worked at prominent biotechnology companies, including Legend Biotech, where he laid the technical foundation for multiple CAR-T programs, including the DLL3 CAR-T therapy. In his role within our Group, Dr. Hao is primarily responsible for our overall R&D strategy, operations, and pipeline development. He has been vital to the technical advancement of our Core Product and helps define long-term research strategies to identify opportunities in novel targets. He is an inventor of several core patents, including high-throughput CAR assembly methods, and is a lead author on pivotal preclinical studies for our product candidates, contributing directly to reducing on-target off-tumor toxicity and advancing our clinical pipeline.

- **Mr. Qingshan Shen**, our co-founder, possesses over 30 years of experience in the biotechnology and pharmaceutical industry. He holds the qualifications of Engineer and Quality Engineer. Prior to co-founding our Group in 2020, he served as the head of cell therapy quality assurance team and other roles at several biopharmaceutical companies, including Fosun Kite (now known as Fosun Kairos), where he led the technology transfer for the localization of Yescarta. Within our Group, Mr. Shen is responsible for process development, quality management, and the overall management of our Suzhou manufacturing facility. He has been instrumental in the process development and optimization of IMC002, contributing to improved process stability and reduced manufacturing costs.

- **Ms. Shuangshuang Zhang**, our Director of Preclinical R&D, brings dedicated expertise in cellular immunology, molecular biology, and the development of CAR-T and oncolytic virus therapies. Prior to joining us in 2021, she served in core research and scientific roles at established biotechnology firms, including Hrain Biotechnology, focusing heavily on CAR-T research and development. Within our Group, Ms. Zhang

manages critical R&D project execution and has been instrumental in establishing the technical foundation of our CAR-T candidates. She is a co-inventor of patented methods for detecting chimeric antigen receptor affinity and has co-authored several pivotal studies supporting our pipeline, including research on the IMC001 Phase I trial and the Peri Cruiser® CAR-T platform.

- **Mr. Yantao Li**, our Director of Preclinical R&D, possesses deep technical expertise in biological therapies and process R&D. Before joining our Group in 2021, he accumulated significant industry experience serving in senior R&D management and biotherapy technician roles across several biotechnology companies, including Keyi Pharmaceutical. Within the Group, Mr. Li leads the cellular biology initiatives that are critical to validating our product candidates. His scientific contributions include co-inventing patents related to novel chimeric receptor compositions and actively participating in the preclinical studies published on our key therapies, including IMC001, IMC002, and SNR armored CAR-T therapies.

- **Dr. Yi Liu**, our Chief Medical Officer, earned her master's degree from Shanghai JiaoTong University, School of Medicine in China and her PhD from the University of Amsterdam in Netherlands, and was a postdoctoral fellow at the Royal Netherlands Academy of Arts and Sciences. She has nearly 30 years' extensive experience in clinical development of innovative drugs, having held various leadership roles at several global pharmaceutical companies, such as General Manager, division of medical and drug development at Daiichi Sankyo (China) Holdings Co., Ltd., Medical and Regulatory Affairs Director at Genzyme Corporation, Head of Medical Affairs at Shanghai Novartis Trading Ltd. and Medical Affairs Officer at AstraZeneca Pharmaceutical Co., Ltd.. Prior to joining Immunofoco, she was Chairman at Shanghai Dendreon Biomedical Technology Co. Ltd and CEO in the drug innovation division of Shanghai Cell Therapy Group.

Scientific Advisor

We have also engaged Dr. Josep Tabernero, the director of the Vall d'Hebron Institute of Oncology (VHIO) and head of Medical Oncology at Vall d'Hebron University Hospital, as our scientific advisor. Dr. Tabernero is a globally recognized leader in clinical medical oncology, translational medicine, and gastrointestinal cancer research. He holds several of the most influential positions in international oncology, including Chairperson of Cancer Core Europe (CCE), Past President of the European Society for Medical Oncology (ESMO) (serving as President from 2018-2019), and the prestigious 2025 Class of Fellows of the American Association for Cancer Research (AACR) Academy.

Product Candidate Development Process

Discovery, Pre-clinical and IND-enabling Research

We have a streamlined product discovery and optimization process in both autologous CAR-T and *in vivo* CAR-T products, from AI-powered molecular design and engineering construction to *in vitro* and *in vivo* validation. We have assembled 2 project development groups (PDG) with extensive experience in preclinical development of cell therapy products, responsible for the design and optimization of CAR molecules and functional enhancement modules, the engineering and construction of *in vivo* viral vectors, and the functional evaluation of candidate products at the molecular, cellular, and animal model levels. In parallel, we have developed a synthetic biology platform (SBP) to support plasmid design and construction, as well as preclinical-stage lentiviral vector packaging and initial purification. In addition, we have established an preclinical pharmacology platform (PPP) to support *in vivo* evaluation of the efficacy and safety of candidate products. Beyond these platforms for discovery and pre-clinical research, we have established translational and biomarker platforms (TBP) for later-stage research and development, including

biological samples analytical platform for PK/PD study and biomarker finding. We have also established and are continuing to strengthen our AI Drug Discovery Department to enhance the efficiency and quality of drug candidate discovery and optimization.

We have in-house expertise to manage and analyze pre-clinical studies necessary for IND filing with regulatory authorities in China and the United States in pharmacodynamics, pharmacokinetics and toxicology. As of the Latest Practicable Date, we had 3 and 2 IND applications for CAR-T cell therapies accepted by the NMPA and the FDA, respectively.

Clinical Development

Our clinical development team, led by Dr. Yi Liu, oversees clinical science, operations, pharmacovigilance, and quality management as well as regulatory affairs across all trial stages — enabling efficient, high-quality data generation.

Our clinical development team manages comprehensive clinical trial execution, integrating clinical science, operational oversight, pharmacovigilance, and quality assurance. The team drives, manages or participates in substantially all stages of clinical trials – from compound development planning and protocol design to project management, trial implementation, data collection/analysis, and regulatory documentation – ensuring reliable, high-quality data generation. By driving these processes with rigorous compliance and efficiency, we expedite product candidate advancement through dependable data that supports regulatory communications and therapeutic development.

For investigator-initiated trials (IITs), the principal investigators serve as sponsors, while we provide compliant support including funding, investigational product supply (e.g., CAR-T cell therapies), and other investigator-requested assistance as permitted by regulations. These trials, conducted under international standards and institutional ethics committee approvals. All collaborations adhere strictly to ethical frameworks and ICH-GCP principles, with no reported disputes or regulatory inquiries.

We typically enter into standard clinical research agreements with the hospitals and principal investigators for these IITs. The following is a summary of the salient terms of these agreements: *Rights and obligations:* We are obligated to manufacture and provide the study drug free of charge, maintain clinical trial insurance, and cover medical costs associated with study-related serious adverse events. The principal investigator and the hospital are responsible for conducting the study in compliance with applicable laws and Good Clinical Practice (GCP) guidelines, assuming the independent regulatory responsibilities of a trial sponsor. *Intellectual property and trial data*: We retain all pre-existing intellectual property rights to the study drug. We retain full and exclusive ownership of all intellectual achievements generated from the study, with the right to use or authorize others to use such intellectual achievements. The hospital is permitted to use the data solely for non-profit scientific research. Furthermore, we hold the exclusive right to apply for patents based on the study's results. *Confidentiality:* All parties are bound by strict confidentiality obligations regarding undisclosed trial information and patient data during the agreement term and after the product is commercialized. Accordingly, we secure exclusive rights to the clinical trial data and retain primary commercialization and intellectual property rights arising from this investigator-initiated trial.

Our clinical development team strategically selects trial sites from leading cancer centers in China, prioritizing principal investigator expertise, site capabilities, staff qualifications, and eligible patient pool size. This ensures trial quality, participant safety, and reliable data integrity. The geographic diversity and scale of our partner institutions spanning northern, eastern, southern, and central China enables efficient large-scale trial implementation and concurrent multi-indication studies. Long-standing collaborations with these top-tier hospitals and dedicated investigators ensure smooth patient recruitment from specific populations, accelerating research timelines while maintaining high data quality and regulatory compliance. This structure leverages China's premier medical resources to drive robust, actionable clinical insights.

We partner with CROs based on operational scale, therapeutic expertise, quality compliance, and reputation, etc. Key terms include defined service scopes, timelines, payment schedules, risk indemnification, and exclusive IP ownership. Close supervision guarantees data integrity and trial quality, supporting efficient clinical development and regulatory compliance.

We engage CROs to support our clinical trial operations, data management, medical and pharmacovigilance functions, and site management organization services. While these CROs provide necessary administrative and operational support for our research and development activities, we do not materially rely on any individual CRO, as alternative service providers with comparable capabilities are readily available in the market. All of our CROs are Independent Third Parties. During the Track Record Period, we engaged 1, 2 and 2 CRO(s) in 2024 and 2025 and for the six months ended June 30, 2026, respectively. Our research and development costs incurred in relation to our engagement of CROs increased by 254.5% from RMB1.1 million in 2024 to RMB3.9 million in 2025, primarily attributable to the commencement of the Phase III registrational clinical trial of IMC002, and increased by 188.2% from RMB1.7 million for the six months ended June 30, 2025 to RMB4.9 million for the six months ended June 30, 2026, primarily attributable to same reason.

The following is a summary of the key terms of an agreement that we typically enter into with our CROs: *Services:* the CRO provides us with services such as the implementation and management of a clinical research project or central laboratory services as specified in the master agreement or a work order. *Term:* the CRO is required to perform its services within the prescribed time limit set out in each work order and in accordance with the key performance indicators agreed by both parties. *Payments*: we are required to make payments to the CRO in accordance with the payment schedule agreed by the parties. *Risk allocation:* each party should indemnify the other party for losses caused by its negligence, recklessness, intentional misconduct or material breach of the master agreement or the work order. *Intellectual property*: all intellectual properties generated from the collaboration under the CRO agreements during the term of collaboration shall be solely and exclusively owned by us.

CHEMISTRY, MANUFACTURING AND CONTROLS

Our CMC team is led by Mr. Qingshan Shen, who has over 30 years of biopharma industry experience, supports our entire CMC management, including process design, analytical methods development, life-cycle quality management, manufacturing facility design and operation. We have built up capabilities for all CMC functions.

Process Design

Our CMC team has designed and optimized the FOCO-CAR process that is compatible with our product candidates, then characterized and validated the process for every step of IMC002. Based on talents and deep insight, the in-house CAR-T manufacturing know-how allows us to shorten manufacturing time and to reduce costs while achieving efficacy persistence of CAR-T cells. Our FOCO-CAR process is guided by four core principles – Fast, Optimized, Cost-down, and Organized. The process accelerates manufacturing time through a comprehensive consideration, like optimizing the activation, transduction and culture of T cells. Along with the smooth implementation of planning and the entire process, we have shortened the vein-to-vein time while sustained the robustness of product quality and clinical performance. By optimizing the production process, simplifying the operations, customizing the consumables, and integrating the closed-loop linear production model, the production cost has been significantly reduced.

Our production cost (COG per batch) in the clinical phase (with an annual production capacity of 150 cases) is lower than the industry level, as represented by Frost & Sullivan's estimate of the industry standard COG per batch (such as for a commercial-stage China-based company that produces CAR-T cell therapies with a similar annual production capacity, based on relevant data published by that company for the year 2023 (the latest year for which such data are available)). We anticipate that, as we enter commercial-scale production and reach full utilization of the Suzhou facility's annual production capacity (500 cases per year), economies of scale will make the advantages of our FOCO-CAR technology and linear manufacturing processes more pronounced, leading to a potentially significant cost advantage for us.

Analytics Methods Development

Our CMC team uses a variety of equipment and technologies for sample testing and product characterization. Our CMC team has contributed to our capability of performing the quality control assays in-house to ensure timely and reliably release of products. Regarding the issue of potency which is of particular concern for the CAR-T product, our CMC team has developed methods to assess the *in vivo* activity and durability of CAR-T cells, through multiple rounds of co-incubation with tumor cells and monitoring the viability, phenotypes of differentiation and exhaustion, as well as the cytokine secretion after each round of killing. The sustained killing ability of the CAR-T cells as reflected in the results has given us great confidence in the efficacy of the product. Besides, we are also developing the fast sterility test method, aim to fast release the products further.

Quality Management

Our CMC team has established, updated and implemented an in-house quality management system based on the applicable GMP requirements throughout the product life-cycle. Our quality management system complies with the relevant PRC laws and regulations, as well as relevant guidelines and standards issued by regulatory agencies. Apart from compliance, we have integrated the spirit of honesty, exploration and collaboration into our quality culture from the very beginning.

Manufacturing Design, Operation and Facilities

Manufacturing Process

We have established a closed linear production model that divides the cell production into upstream, culture, and downstream stages. By improving sampling methods and media/buffer additions, the process has been transformed into a fully enclosed system, thereby reducing requirements for production environment cleanliness. Optimization of each step has minimized manual operations, while reasonable shift scheduling has significantly enhanced facility and equipment turnover. For information concerning the CAR-T cell therapy manufacturing process, see "Industry Overview — Overview of Cellular Immunotherapy and CAR-T Therapy Market — *ex vivo* CAR-T cell manufacturing process".

Manufacturing Facility

During the Track Record Period, we had one manufacturing facility in operation – Suzhou facility. As of the Latest Practicable Date, our current production facility remains in the clinical sample production stage and has not yet commenced large-scale commercial manufacturing. The following table sets forth the key details of our existing production facility during the Track Record Period:

				2024			2025			Six months ended June 30, 2026		
Location	Gross Floor Area (sq.m.)	Year of Commencement of Operation	Primary Use	Designed Production Capacity (Batches)	Actual Production (Batches)	Utilization Rate	Designed Production Capacity (Batches)	Actual Production (Batches)	Utilization Rate	Designed Production Capacity (batches)	Actual Production (batches)	Utilization Rate
Suzhou	3,893.2	2022	1). Clinical sample manufacturing; 2) Early-stage commercial production of IMC002	87.5*	35	40%	150**	46	31%	300***	83	55.3%

Notes:

* Based on the use of one workstation (capacity of 50 batches/year) for three months, and two workstations (capacity of 100 batches/year) for nine months.

** Based on the use of two workstations for six months (capacity of 100 batches/year), and linear model production with six incubators (capacity of 200 batches/year) for six months.

*** Based on linear model production with nine incubators (capacity of 300 batches/year).

Expansion Plan

We plan to expand our manufacturing capacity through establishing a new manufacturing facility to support the treatment for more cancer patients in the future. Our rationale for this capacity expansion is based on the significant anticipated market demand for solid tumor treatments. For instance, according to Frost & Sullivan, the annual incidence of gastric cancer in China reached 383.1 thousand in 2025. While our Suzhou facility is expected to reach a maximum full production capacity of 500 batches per year, which is sufficient to meet the demands of the early stage of commercialization, it has limited physical space for further material expansion.

We expect our second cell production facility to be operational by 2029, which aligns with our anticipated second year of commercialization. To achieve this, we plan to complete site selection and design, construction and submission of our production license application by 2029.

In addition to our cell production capabilities, we have formulated preliminary plans for a virus production facility necessary for our *in vivo* CAR therapies. We plan to initially construct a pilot production facility for the manufacturing of clinical samples. We expect to complete design and construction of this facility by 2028. Subject to the progress of our clinical trials, we preliminarily plan to commence the design phase for a subsequent commercial-scale virus production facility in 2029.

Collaboration with CDMOs

Our relationship with CDMOs is based on collaboration and mutual benefit. We select our CDMOs by reviewing a number of factors, including their qualifications, similar project experience, relevant expertise, production capacity, reputation, quality management and product quality, reliability in meeting delivery schedules, and the financial terms offered by them. We have adopted measures including onsite audit to ensure our CDMOs comply with both the regulatory and our internal requirements. Additionally, all project-related intellectual properties generated from the collaboration under the CDMO agreements shall be solely and exclusively owned by us. The professional capabilities of CDMOs have enabled us to reduce the investment in human resources and fixed assets, allowing us to focus on the construction of the most critical technical capabilities and the advancement of projects.

As of the Latest Practicable Date, we worked with CDMOs for (i) plasmid and LVV manufacturing for IMC001 and IMC002; (ii) CAR-T cell manufacturing for IMC001; and (iii) plasmid and LVV manufacturing for in vivo projects. All of our CDMOs are Independent Third Parties. We do not materially rely on any individual CDMO, as alternative service providers with comparable capabilities are readily available in the market. During the Track Record Period, we engaged 3, 4 and 3 CDMOs in 2024 and 2025 and for the six months ended June 30, 2026, respectively. Our research and development costs incurred in relation to our engagement of CDMOs increased by 25.6% from RMB4.3 million in 2024 to RMB5.4 million in 2025, primarily attributable to the preparatory work in relation to the anticipated NDA application, and decreased by 23.3% from RMB3.0 million for the six months ended June 30, 2025 to RMB2.3 million for the six months ended June 30, 2026, primarily attributable to decreasing milestone payments.

The following is a summary of the key terms of the agreement that we typically enter into with our CDMOs: *Services*: the CDMO provides us with services such as manufacturing product candidates as specified in the master agreement with predefined criteria for each milestone and provides the deliverables according to the agreed time by both parties. *Risk allocation*: each party should indemnify the other party for losses caused by its negligence, recklessness, intentional misconduct or material breach. *Intellectual property*: all project related intellectual properties generated from the collaboration under the agreements shall be solely and exclusively owned by us.

REGULATORY AFFAIRS

Our regulatory affairs team is responsible for regulatory strategy making, interaction with regulatory authorities, and assembling application dossiers for pre-IND and IND submissions, pre-NDA/BLA and NDAs/BLA filings, as well as other regulatory submissions such as meeting requests, fast track designation applications, RMAT applications, and drug development safety update reports (DSURs) etc.. The RA team also addresses inquiries from relevant authorities and monitoring our research and development projects to ensure their compliance with relevant regulations.

In July 2022 and September 2024, respectively, we obtained Orphan Drug Designation from the U.S. FDA with respect to IMC002 as a treatment for gastric cancer and pancreatic cancer, respectively, and we also obtained Fast Track Designation from the FDA with respect to IMC002 as a treatment for gastric cancer in December 2024 as well as Regenerative Medicine Advanced Therapy (RMAT) designation in December 2025. In addition, for IMC008, we obtained Orphan Drug Designation for both gastric cancer and pancreatic cancer in August 2023. For IMC001, we obtained ODD for GC in August 2023.

Based on our in-depth understanding of applicable regulatory guidance for CAR-T cell therapy products and experience with launching the first CAR-T cell product in China, from the year 2022, to year 2025, in less than 4 years, we have obtained 5 IND approval from medical product regulatory agencies, including both the NMPA and the U.S. FDA. In addition, we obtained our first IND approval from the U.S. FDA in March 2023, approximately 2.5 years after the foundation of our company. The duration of our IND-enabling was only around one year for both IMC002 and IMC001 from PCC (pre-clinical candidate) delivery, demonstrating that we have a strong and well-coordinated team.

Leveraging the registration team's end-to-end lifecycle management of the drugs and close collaboration with the core project team, we were able to maintain timely interaction with regulatory authorities and engage them promptly upon obtain of the Phase I/IIa trial data, align on the design of the IMC002 Phase III registrational clinical trial with agency, and initiate the trial smoothly, roughly two years after IMC002 IND approval.

In the course of the pre-clinical and clinical development of our product candidates, our regulatory affairs team has engaged in communications with relevant regulatory authorities such as the NMPA, the U.S. FDA. As of the Latest Practicable Date, neither the NMPA, the U.S. FDA, nor any other relevant regulatory authority had raised material concerns, objections, or adverse statements that we were unable to resolve in a timely manner.

COMMERCIALIZATION

Due to the novel and complex nature of CAR-T therapies, we believe that a solid and experienced team is the most essential component for successful ideation, concept development, product launch, and commercialization throughout the product lifecycle. We have been continuously developing our marketing strategies in alignment with our product launch timeline, following a sequential expansion approach to broaden our future markets.

For the domestic China market, we plan to leverage our established partnerships and networks with principal investigators, key opinion leaders (KOLs), industry experts, and medical providers to cover key Class III Grade A hospitals in tier-one cities and selected tier-two cities, given their high patient volumes and qualifications to administer CAR-T therapies. Moving forward, we also intend to explore opportunities for international expansion to deliver long-term survival benefits to a broader cancer patient population, including by seeking to introduce our treatments in major markets such as the United States and Europe.

We intend to collaborate with an experienced contract sales organization (CSO) in China, especially those with commercialization experience of both CAR-T products and prescription drugs for GI cancer indications, to promote the commercialization of IMC002. In addition, we aim to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance. Leveraging their robust industry networks and market presence, we expect to implement a tiered provincial entry approach more efficiently, with the goal of achieving nationwide coverage eventually. In addition, insurance and reimbursement policies under the National Reimbursement Drug List (NRDL) have also undergone major structural change in recent years to promote a more versatile multi-channel payment method. As the Commercial Health Insurance Innovation Catalogue launched in late 2025 alongside the updated NRDL, five commercially available CAR-T products were successfully registered in the catalog. With this catalog in place, patients can now benefit from a layered "basic national health insurance + commercial insurance" payment structure instead of solely relying on the national basic insurance for the minimum coverage. Patients are also encouraged to opt-in to other city/municipal level supplementary insurance, such as "HuHuiBao" in Shanghai, which is usually supported by local governments to provide extra coverages for residents with a reasonable amount of annual premium for a total coverage up to RMB3.1 million with a specific CAR-T reimbursement cap of RMB500,000. These national and/or city-level innovations are expected to significantly improve patient affordability and patient access, and reduce patients' reliance on out-of-pocket expenses for CAR-T cell therapy.

For overseas markets, including the United States in the medium term as well as other markets in the medium- to longer term, we intend to seek opportunities for collaboration with multinational and local pharmaceutical companies as well as institutions and healthcare practitioners, with the goal of benefiting from their strong market presence and established relationships, enabling access to key resources such as procurement, distribution, and sales channels. Such partnerships may be structured to grant ex-China licensing rights to our partners to expand market reach while leveraging multinational expertise in global commercialization and local pharmaceutical partners' market knowledge and penetration capabilities, thereby generating mutual benefits and enhancing the commercial value of our core products. Alternatively, such partnership could take the form of co-development arrangements.

Based on the cost advantages that we expect to derive from our FOCO-CAR process together with our closed linear production model (as discussed above under "— Chemistry, Manufacturing and Controls — Process Design"), we believe we may have a flexible pricing strategy upon commercialization.

SUPPLIERS AND RAW MATERIALS

During the Track Record Period, the principal raw materials that we used in our business included serum and cell media, among others. The principal types of equipment that we procured in our business included cell processing instrument, cell expansion system and flow cytometer, among others. We purchased these raw materials and supplies from a variety of suppliers around the world. We selected our suppliers by considering cost and their capability, capacity, quality, delivery, supplier profile, and regulatory compliance according to our internal purchasing policy, among other factors. We had also engaged service providers such as CDMOs and CROs primarily to support our clinical trials and LVV manufacturing. For additional information, see "— Research and Development — Clinical Development" and "— Chemistry, Manufacturing and Controls — Collaboration with CDMOs." During the Track Record Period and up to the Latest Practicable Date, we did not experience any material shortage or price fluctuation of supplies.

For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2026, our purchases from our five largest suppliers in aggregate accounted for 34.5%, 37.3% and 40.9% of our total purchases, respectively, and our purchases from our largest supplier alone accounted for 12.2%, 15.0% and 22.9% of our total purchases, respectively. Purchases primarily included third-party contracting services for research and development purposes, raw materials, equipment, construction and management services. All of our five largest suppliers during the Track Record Period are Independent Third Parties, and none of our Directors, their respective associates nor any shareholder who, to the knowledge of our Directors, owned more than 5% of our issued share capital as of the Latest Practicable Date, has any interest in any of our five largest suppliers during the Track Record Period.

The following table sets for the details of our top five suppliers for the six months ended June 30, 2026:

Suppliers	Products/Services Procured	Headquarter	Length of Relationship (since)	Credit Terms	Procurement Amount	Procurement Contribution
					(RMB'000)	
A[(1)]	CRO and site management services for IMC002	China	June 2025	30 days after the invoice date	18,228	22.9%
B[(2)]	Antibody sequence supplier	China	April 2022	20-30 days after the invoice date	5,000	6.3%
C[(3)]	General machinery and equipment, electronic products and chemicals	China	March 2021	30 days after the invoice date	3,799	4.8%
D[(4)]	Engineering design and construction services	China	May 2024	30 days after the invoice date	3,187	4.0%
E[(5)].	Testing services	China	May 2023	20-30 days after the invoice date	2,313	2.9%
Total . . .					**32,527**	**40.9%**

The following table sets for the details of our top five suppliers for the year ended December 31, 2025:

Suppliers	Products/Services Procured	Headquarter	Length of Relationship (since)	Credit Terms	Procurement Amount	Procurement Contribution
					(RMB'000)	
A	CRO and site management services for IMC002	China	June 2025	30 days after the invoice date	10,516	15.0%
F[(6)]	LVV CMC development for IMC002	China	August 2021	10-30 days after the invoice date	4,964	7.1%

Suppliers	Products/Services Procured	Headquarter	Length of Relationship (since)	Credit Terms	Procurement Amount	Procurement Contribution
					(RMB'000)	
G[7]	Co-development on pre-clinical product candidates using their universal cell therapy platform	China	July 2025	20-30 days after the invoice date	4,000	5.7%
D	Engineering design and construction services	China	May 2024	30 days after the invoice date	3,634	5.2%
H[8]	Central lab testing services	China	March 2023	20-30 days after the invoice date	3,011	4.3%
Total					**26,125**	**37.3%**

The following table sets forth the details of our top five suppliers for the year ended December 31, 2024:

Suppliers	Products/Services Procured	Headquarter	Length of Relationship (since)	Credit terms	Procurement Amount	Procurement Contribution
					(RMB'000)	*(%)*
F	LVV CMC development for IMC002	China	August 2021	10 days after the invoice date	2,959	12.2%
I[9]	General equipment, test kits and consumables	China	October 2020	30 days after the invoice date	1,652	6.8%
J[10]	IND application service/ maintenance for IMC001, IMC002 and IMC008	U.S.	November 2021	30 days after the invoice date	1,559	6.4%
K[11]	Clinical research for IMC002	China	July 2023	7 days after the invoice date	1,117	4.6%
L[12]	CRO service for IMC002	China	April 2023	30 days after the invoice date	1,084	4.5%
Total					**8,371**	**34.5%**

Note: (1) A contract research organization founded in 2008 in the PRC; (2) A biopharmaceutical company founded in 2005 in the PRC; (3) A laboratory equipment and life science supplies distributor founded in 2010 in the PRC; (4) An engineering and smart laboratory solutions company founded in 2015 in the PRC; (5) A medical testing laboratory founded in 2016 in the PRC; (6) a biotechnology company founded in 2021 in the PRC; (7) A gene technology company founded in 2020 in the PRC; (8) A translational medicine and biomarker services company founded in 2013 in the PRC; (9) A life sciences company founded in 2014 in the PRC; (10) A regulatory strategy and consulting firm founded in 2016 in the United States; (11) A tertiary teaching hospital and medical research institution in the PRC; (12) A contract research organization founded in 2019 in the PRC.

We believe that there are adequate alternative sources with comparable quality and prices for major supplies that we procure for our operations. We will develop alternative sourcing strategies and establish necessary relationships with alternative sources when the needs arise. As of the Latest Practicable Date, we had been dependent on direct supply or agency to procure key equipment for our operations. We had been in stable relationships with our major equipment suppliers through periodic communications on technical support and industry updates. Other than the agreements with certain CDMOs and CROs, we order supplies and services on a purchase order basis and do not enter into long-term dedicated capacity or minimum supply arrangements.

In addition, for some key production equipment and the corresponding materials, we have achieved domestic substitution, passed the process validation, and obtained the change approval from CDE.

COMPETITION

We face competition from companies developing CLDN18.2-targeted CAR-T therapies, as well as other cell and gene therapies, monoclonal antibodies (mAbs), and antibody-drug conjugates (ADCs) for similar indications. In addition, other potential competitors are pursuing cell therapies targeting EpCAM for pan-epithelial cancers, BCMA for multiple myeloma and CD19 for B-cell malignancies and autoimmune diseases. These competitors may also compete with us for clinical trial sites, patient enrollment, and scientific talent.

We believe, however, that we may have significant potential competitive advantages based on our Core Product candidate IMC002, targeting CLDN18.2, which is the second most clinically advanced CAR-T cell therapy for treatment of solid tumors worldwide, with best-in-class (BIC) potential; our potential first-in-class EpCAM-directed CAR-T cell therapy IMC001, which is the only EpCAM-directed CAR-T cell therapy candidate worldwide that has obtained IND approvals from both the U.S. FDA and the NMPA of China and has entered a Phase I clinical trial, and which has potential utility for the treatment of many epithelial-derived tumors and also effectively addresses circulating tumor cells and metastatic tumors due to their high level of EpCAM expression; our proprietary FOCO-CAR process, which we anticipate will give us a potential cost advantage in the production of our *ex vivo* CAR-T cell therapy products; our differentiated *in vivo* CAR-T cell therapy platform (iMAGIC) to address current limitations on commercial accessibility (including logistical complexity, long production times, scalability, and cost), as well as the three clinical stage or near-clinical stage *in vivo* CAR-T cell therapy candidates that we have generated from our iMAGIC platform; and our armored CAR-T technology platforms (SNR, Peri Cruiser®, T-Booster, and SolidGuard) to address current limitations on clinical performance of CAR-T cell therapies for solid tumor, among others.

EMPLOYEES

The following table sets forth a breakdown of our employees by function as of the Latest Practicable Date:

Function	Number	% of Total
Research and Clinical Development	43	31.9%
CMC and Production	63	46.7%
Commercial and Marketing	14	10.4%
Finance/Legal/HR/IT/BD/Others	15	11.1%
Total	135	100%

As of the Latest Practicable Date, we had 135 employees in China. In anticipation of the launch of our pipeline candidates, we plan to expand our R&D team and CMC team with the goal of having approximately 140 full-time employees by the fourth quarter of 2026. All key R&D personnel involved in the development of the Core Product remained employed by us during the Track Record Period and as at the Latest Practicable Date.

Employment Agreements with Key Management and Research Staff

We enter into standard labor contracts, confidentiality and employment agreements with our staff. The contracts with our key personnel typically include a standard non-compete agreement that prohibits the employee from competing with us, directly or indirectly, during his or her employment and for up to two years after the termination of his or her employment. The agreements also typically include undertakings regarding assignment of inventions and discoveries made during the course of his or her employment. In addition, our confidentiality agreements stipulate that employees must not disclose any confidential information of the company during their employment. Upon departure, employees are required to return all confidential information and remain bound by confidentiality obligations until such information becomes publicly available.

We believe that we maintain a good working relationship with our employees. During the Track Record Period and up to the Latest Practicable Date, we did not experience any strikes, labor disputes or industrial action which had a material effect on our business. We believe we have not experienced any significant difficulty in recruiting staff for our operations.

Training and Development

We conduct new staff training regularly to guide new employees and help them adapt to the new working environment. In addition, we provide on-line and in-person formal and comprehensive company-level and department-level training to our employees to supplement the on-the-job training. We also encourage our employees to attend external seminars and workshops to enrich their technical knowledge and develop competencies and skills. We also provide training and development programs to our employees from time-to-time to ensure their awareness and compliance with our various policies and procedures. We conduct certain training jointly involving different groups and departments with different functions to foster mutual support in our day-to-day operations.

Employee Benefits

Our employees' remuneration consists of salaries, bonuses, share-based incentive plans, social insurance contributions and other welfare payments. In accordance with applicable laws, we have made contributions to social insurance funds (including pension plan, unemployment insurance, work-related injury insurance, medical insurance and maternity insurance, as applicable) and housing funds for our employees. Save for the shortfall in contributions as disclosed in the section headed "Risk Factors — Risk Relating to Doing Business in the Jurisdictions Where We Operate — We are subject to risks in relation to our social insurance and housing provident fund contributions" in this document, during the Track Record Period and up to the Latest Practicable Date, we had complied with all statutory social insurance fund and housing fund obligations applicable to us under PRC laws in all material aspects.

Furthermore, with respect to the Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) ("Interpretation (II)") which takes effect on September 1, 2025, our Group confirms we have not entered into agreements with employees to waive statutory social insurance contributions. Based on the advice of our PRC Legal Adviser, our Directors and our PRC Legal Adviser are of the view that the implementation of the Interpretation (II) will not have a material adverse impact on our Group's operations and financial performance.

INTELLECTUAL PROPERTY

Intellectual property rights are important to the success of our business. Our future commercial success depends, in part, on our ability to: obtain and maintain patent and other intellectual property and proprietary protections for commercially important technologies, inventions and know-how related to our business; defend and enforce our patents; preserve the confidentiality of our trade secrets; and operate without infringing, misappropriating or otherwise violating the valid, enforceable intellectual property rights of third parties.

We have engaged intellectual property counsel to conduct a freedom to operate (FTO) analysis regarding our IMC001 and IMC002 pipelines and our *in vivo* platform technology (collectively, the "**Relevant Products**") in the PRC and the United States. The FTO analysis evaluated the antibody binding domains and CAR structural sequences for the IMC001 and IMC002 pipelines, as well as the viral vectors, envelope glycoprotein mutants, and targeting antibody sequences for the *in vivo* platform technology. According to the results of the FTO analysis, based on their current status, the Relevant Products do not currently constitute active infringement of any granted third-party patent rights in the PRC or the United States. Furthermore, based on our existing technological pathways and development progress, the FTO analysis concluded that there are no currently identified insurmountable patent infringement obstacles for the commercialization of the Relevant Products in these jurisdictions by their anticipated commercialization timelines. Based on the FTO analysis and their intellectual property due diligence, our intellectual property counsel has advised that, as of the Latest Practicable Date, the Company is not subject to any pending or potential litigation, arbitration, disputes, or administrative proceedings, and no third party has raised any patent infringement claims, invalidation requests, or other intellectual property claims against the Company or the Relevant Products. Accordingly, our Directors confirm that, to the best of their knowledge, we have no intellectual property claims or legal proceedings with any third parties, and we have strong patent protection and other intellectual property rights in all material aspects for the development, manufacturing and commercialization of our product candidates in accordance with our business plan; and our intellectual property counsel concur in this view.

Our patent portfolio

As of the Latest Practicable Date, we owned 12 issued patents and 44 patent applications in more than 10 countries or regions, including China, the United States, Europe and Japan.

The following table summarizes the details of our material granted patents and patent applications in connection with our clinical product candidates in IND trials and our technology platforms as of the Latest Practicable Date. Our granted patents and pending patent applications cover the key inventions for our Core Product and pipeline candidates in clinical trials under IND, as well as our key technologies.

Product	Scope of Patent Protection	Jurisdiction (Country/ Region)	Status	Applicant/ Patentee	Filing Date	Patent Expiration[(Note)]	Our Commercial Rights
IMC002	Directed to the CLDN18.2-targeted CAR construct	CN, JP, EA	Granted	Our Group	2023.05.17	2043	All rights
	Directed to the CLDN18.2-targeted CAR construct	US, EP, KR, CA, AU, BR, SA	Pending	Our Group	2023.05.17	2043	All rights

Product	Scope of Patent Protection	Jurisdiction (Country/ Region)	Status	Applicant/ Patentee	Filing Date	Patent Expiration[(Note)]	Our Commercial Rights
IMC001	Directed to the EpCAM-targeted antibody and the CAR construct	CN, JP	Granted	Our Group	2021.07.13	2041	All rights
	Directed to the EpCAM-targeted antibody and the CAR construct	US, EP	Pending	Our Group	2021.07.13	2041	All rights
	Directed to the indications	CN, US	Pending	Our Group	2023.06.05	2043	All rights
SNR CAR-T Cell Therapy Platform.	Directed to the technology of further armed chimeric receptor for CAR-T	CN, JP, EA	Granted	Our Group	2022.07.12	2042	All rights
	Directed to the technology of further armed chimeric receptor for CAR-T	CN, US, EP, KR, BR, SA	Pending	Our Group	2022.07.12	2042	All rights
Peri Cruiser® Platform	Directed to the technology of knocking down specific adhesion molecule combinations on the surface of CAR-T cells	CN, US	Pending	Our Group	2023.03.09	2043	All rights
T-Booster Platform .	Directed to the technology of DC cells modified with tumor-associated antigens, cytokines, and chemokines	CN	Granted	Our Group	2022.04.29	2042	All rights
	Directed to the technology of DC cells modified with tumor-associated antigens, cytokines, and chemokines	CN	Pending	Our Group	2022.04.29	2042	All rights
In Vivo CAR-T Cell Therapy Platform.	Directed to the envelope protein mutants	CN, PCT	Pending	Our Group	2025.09.03 2025.12.15 2026.02.06 2026.04.08 2026.05.13	2045-2047	All rights

Product	Scope of Patent Protection	Jurisdiction (Country/ Region)	Status	Applicant/ Patentee	Filing Date	Patent Expiration(Note)	Our Commercial Rights
	Directed to the T-cell targeting and activation modules	CN, PCT	Pending	Our Group	2025.09.03 2026.01.21	2045-2047	All rights
	Directed to the T cell-targeted antibody	CN	Pending	Our Group	2025.09.02	2046	All rights

Abbreviations: PCT = Patent Cooperation Treaty; CN = Mainland China; AU = Australia; BR = Brazil; CA = Canada; Eurasian Patent Office, EAPO; EP = European Patent Office; JP = Japan; KR = South Korea; SA = Saudi Arabia; US = United States

Note: Patent expiration date is estimated based on current filing status.

Patent and patent application relating to IMC002, our Core Product

Among the issued patents and patent applications that we own, three granted patents (in China, Japan and the Eurasian Patent Office) and seven pending patent applications (filed in the United States and South Korea, among others, and with the European Patent Office) relate to IMC002, our Core Product. These patents and patent applications protect the sequence and structure of the entire CAR molecule employed by IMC002 (comprising antigen-binding domain, hinge/transmembrane domain, co-stimulatory domain and signalling domain) and further extend protection to nucleic acids encoding such CAR, immune cells expressing the CAR, and the use of these cells in preparation of a medicament for treating CLDN18.2-positive tumors, such as gastric cancer or pancreatic cancer. IMC002 is developed based on this patented technology, that is a T-cell that expresses the above-mentioned CAR. In addition, as disclosed below under the heading "—In-licensed intellectual property rights," the 2022 Agreement and the 2026 Agreement (each as defined below) give us the exclusive rights to use of five granted patents and pending patent applications (ZL201910437806.X, ZL202080038303.6, HK40033235, JP600218 and US12595302) covering the VHH antibody targeting CLDN18.2 which forms the antigen-binding domain of IMC002 (the "**Licensed IP**"). As discussed in greater detail below, the Licensed IP is owned by Sanyou Biopharmaceuticals Co., Ltd. (三優生物醫藥(上海)有限公司) ("**Sanyou**") and have been licensed by Sanyou to Dragon Boat Pharmaceutical Co., Ltd. (寶船生物醫藥科技(上海)有限公司) ("**Dragonboat**").

Under current applicable patent law in the relevant jurisdictions, the Licensed IP covering the antigen-binding domain of IMC002 expires in the year 2040 (subject to applicable statutory requirements and regulatory approval in respect of extension application), while our granted patents covering the sequence and structure of the entire CAR molecule employed by IMC002 (including the antigen-binding domain as well as the other three major domains) expires in the year 2043. Assuming that our pending patent applications with respect to IMC002 are granted, under current applicable patent law in the relevant jurisdictions, such granted patents also will expire in 2043. In certain jurisdictions, the Company may be eligible to seek patent term extensions or supplementary protection certificates, subject to applicable statutory requirements and regulatory approvals. Accordingly, the effective term of protection may be extended beyond that date where permitted by law.

The Licensed IP permits us to incorporate the gene sequence that encodes the VHH antigen-binding domain of IMC002 into the viral vector that is used to transduce the patient's T-cells so that such cells will express the CAR. The Company developed its own completely

proprietary manufacturing process for production of IMC002. Accordingly, no part of the manufacturing process relating to IMC002 has been in-licensed from Sanyou, Dragonboat or any other third party, and no antibody is purchased by the Company from Sanyou, Dragonboat or any other third party.

Aside from the Licensed IP relating to its antigen-binding domain, IMC002 is covered exclusively by our patents and pending patent applications, and it does not incorporate any intellectual property of any third party other than Sanyou and Dragonboat.

The patentee/applicant with respect to the issued patents and the pending patent application covering IMC002 is our Company (Shenzhen Immunofoco Biotechnology Co., Ltd). The inventors of these patents and applications are Yantao Li, Yunpeng Zhong and Ruidong Hao. All of the foregoing individuals are employees of our Group and have no affiliation with Sanyou or Dragonboat (each as defined below).

In-licensed intellectual property rights

License Agreement with Dragonboat

In April 2022, we entered into a License and Cooperation Agreement (the "**2022 Agreement**") with Dragonboat, a company incorporated in the PRC. Dragonboat is an Independent Third Party that specializes in the research, development and production of biologic drugs, including monoclonal antibody drugs. It is a wholly owned subsidiary of Guilin Sanjin Pharmaceutical Co., Ltd. (桂林三金藥業股份有限公司), a pharmaceutical company that is incorporated in the PRC and listed on the Shenzhen Stock Exchange (stock code: 002275).

- *Scope of License.* Pursuant to the terms of the 2022 Agreement, we have been granted a license by Dragonboat for the utilization of the Licensed IP (as defined above). This license confers upon us the exclusive and royalty-bearing right to develop, manufacture, and commercialize CAR-T products containing such Licensed IP (the "**Licensed Product(s)**") globally for the prevention, diagnosis, treatment, or mitigation of all human diseases. Bispecific CAR-T products incorporating the Licensed IP are not within the scope of the license. Any development of such bispecific CAR-T products is subject to Dragonboat's prior written consent and the negotiation and execution of a separate definitive agreement governing the applicable commercial arrangements. The Licensed IP is owned by Sanyou, a company incorporated under the laws of the PRC, and was previously licensed by Sanyou to Dragonboat pursuant to a cooperation agreement entered in 2019 (the "**2019 Agreement**"). We may sublicense or assign the license to our affiliates or third parties with the prior written consent of Dragonboat; provided that such consent shall not be unreasonably withheld after Dragonboat obtains the requisite license from Sanyou.

- *Validity Period and Expiration Date.* Unless terminated earlier pursuant to its terms, the validity period of the license commences on the effective date of the agreement and will expire on the expiration date of the 2019 Agreement, which is effectively the expiration date of the Licensed IP. Under current applicable patent law in the relevant jurisdictions, the Licensed IP expires in May, 2040 (subject to applicable statutory requirements and regulatory approval in respect of extension application).

- *Allocation of Responsibilities and Non-Compete.* We are obligated to use commercially reasonable efforts and bear all associated costs to develop the Licensed Products, advance them through clinical trials, and submit all necessary applications for marketing authorization. Upon obtaining marketing authorization, we will serve as the marketing authorization holder ("**MAH**") and assume independent responsibility for commercial manufacturing and global commercialization, including pricing, distribution, and marketing strategies. Dragonboat is required to complete the relevant technology

transfer within specified timeframes following our upfront payment. Furthermore, Dragonboat is obligated to use its best efforts to support and cooperate with us in our NDAs, and must provide necessary data, technical assistance, and regulatory support to facilitate our development and approval processes. Dragonboat is expressly prohibited from directly or indirectly developing, manufacturing, or commercializing Licensed Product or generic versions of the Licensed Products globally.

- *Payments.* In consideration of the 2022 Agreement, we made an upfront payment of not more than RMB1 million to Dragonboat. We are required to make milestone payments to Dragonboat up to an aggregate amount of low-double-digit millions of RMB upon the achievement of specified regulatory and development milestones, including: obtaining IND approval for the first Licensed Product, completion of Phase I clinical trials for the first Licensed Product, and obtaining marketing authorization for the first Licensed Product. As of the Latest Practicable Date, we have made two installments of development milestone payments totaling single-digit millions of RMB to Dragonboat. In addition, we are required to pay Dragonboat royalties of single-digit percentage of annual net sales of the Licensed Product after their commercial launch. The royalty term commences on the date of the first marketing authorization for the relevant Licensed Product and expires 10 years thereafter.

- *Intellectual Property Arrangements.* Except for the expressly granted Licensed IP, each party retains sole and exclusive ownership of its respective pre-existing intellectual property. Regarding foreground and self-developed intellectual property, any research results, data, information, patents, or other intellectual property generated from improvements or developments to the target molecule made by Dragonboat during the term of the agreement shall be solely owned by Dragonboat. Conversely, provided that the underlying molecular sequence remains unaltered, we possess the right to improve or develop the target molecule within the CAR-T technology field; any intellectual property resulting from such development, as well as any new intellectual property arising from our improvements to the Licensed Products, shall be solely and exclusively owned by us.

- *Term and Termination.* Subject to the expiration of the license grant described above, and unless terminated earlier pursuant to its terms, the 2022 Agreement remains effective perpetually. The 2022 Agreement may be terminated prior to its expiration under the following events: (1) by either party in the event of the other party's insolvency; (2) by us, if Dragonboat: (a) breaches its non-compete obligations; (b) breaches its intellectual property representations and warranties, resulting in the invalidation of the Licensed IP or our inability to develop, manufacture, or commercialize the Licensed Products; or (c) fails to fulfill its data handover or technology transfer obligations, thereby preventing us from obtaining IND approval; (3) by Dragonboat, if we: (a) fail to fulfill our payment obligations within 30 working days following a formal demand notice; or (b) fail to obtain IND approval within three years of receiving the target molecule sequence, or fail to demonstrate substantive development progress for six consecutive months, and subsequently refuse to make the payments or delay such payments for more than one month; or (4) by mutual agreement.

- *Dispute Resolution.* Any dispute arising out of or in connection with the 2022 Agreement shall be referred to and finally resolved by arbitration administered by Shanghai Arbitration Commission.

Supplemental Agreement with Sanyou

In August 2022, we entered into a supplemental agreement to the 2022 Agreement (the "**2022 Supplemental Agreement**") with Sanyou, the owner of the Licensed IP. Sanyou, also an Independent Third Party, focuses on the research, development and provision of services related to innovative antibody drugs. The 2022 Supplemental Agreement supplemented the 2022 Agreement primarily in the following ways:

- *Scope of License and Step-in Right.* Sanyou expressly affirmed the validity of, and provided its direct consent to, the exclusive sublicense granted to us by Dragonboat under the 2022 Agreement. Furthermore, Sanyou agreed that if the underlying license agreement between Sanyou and Dragonboat is terminated for any reason, Sanyou will directly grant us the exclusive license (the "**Inherited License**"). This Inherited License would be subject to the same financial terms, including milestone payments and royalties, as stipulated in our 2022 Agreement with Dragonboat. We are also permitted to further sublicense or assign our rights to our affiliates or third parties, subject to Sanyou's prior written consent.

- *Allocation of Responsibilities and Non-Compete.* Sanyou is obligated to provide the necessary documents, data to assist us in the development and commercialization of the Licensed Products and to support our capacity as the MAH. In addition, Sanyou is expressly prohibited from directly or indirectly developing, manufacturing, or commercializing Licensed Product or generic versions of the Licensed Products within the licensed territory.

- *Term and Termination.* The 2022 Supplemental Agreement remains valid until all obligations regarding the Licensed Products under the 2022 Agreement have been fulfilled.

Tripartite License Agreement with Dragonboat and Sanyou

In January 2026, we further entered into a Tripartite License and Cooperation Agreement (the "**2026 Agreement**") with Dragonboat and Sanyou, which amended our prior licensing arrangements in the following material respects:

- *Expanded Scope of License and Unrestricted Sublicensing Rights.* Pursuant to the 2026 Agreement, the scope of the license was expanded to encompass all CAR-T products utilizing the Licensed IP, including bispecific CAR-T products. Furthermore, we now possess the right to sublicense or transfer these rights to our affiliates or third parties without the prior consent of Sanyou or Dragonboat, provided we notify Sanyou in writing within 30 days of such transfer.

- *Royalty Adjustments and Expanded Revenue Sharing.* The applicable royalty rates payable by us shall be reduced, with specific revised rates subject to further negotiation, upon the occurrence of any of the following events: (i) the commercial launch of a direct competing product with the same target and drug format in the licensed territory; (ii) our necessity to obtain a third-party intellectual property license for the development, manufacture, or commercialization of the Licensed Products; or (iii) the annual net sales of the Licensed Products exceeding a pre-determined sales threshold. Additionally, if the royalties we receive from sublicensees are equal to or lower than the royalty rates owed to Dragonboat, the parties have agreed to renegotiate the revenue-sharing allocation based on the actual fees we receive.

- *Term and Termination.* Unless terminated earlier pursuant to its terms, the 2026 Agreement itself, remains effective perpetually. The termination provisions were updated to allow for termination by our Company if Sanyou and/or Dragonboat breach

their non-compete obligations, or if Sanyou breaches its IP warranties resulting in the invalidation of the Licensed IP. Conversely, Dragonboat may terminate the agreement if we fail to obtain IND approval within three years of receiving the target molecule sequence. This termination right, however, has been rendered without practical effect, as the Company successfully obtained IND approval within the prescribed period of time.

Trademarks

We conduct our business under the brand name "Immunofoco." We have various registered trademarks in China and Hong Kong. These trademarks will expire between the year 2031 to 2036 and are renewable before expiration. As of the Latest Practicable Date, we were the sole registered owner of 2 domain names, both of which will expire by 2032. All domain names we owned as of the Latest Practicable Date can be renewed at anytime.

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any proceedings or claims of infringement of any intellectual property rights, in which we may be a claimant or a respondent. Our Directors confirm that they are not aware of any instances of infringement of any third parties' intellectual property rights by us during the Track Record Period and up to the Latest Practicable Date. For risks relating to our intellectual property rights, see "Risk Factors — Risks Relating to Our Intellectual Property Rights."

LAND, PROPERTIES AND FACILITIES

As of the Latest Practicable Date, we leased ten properties primarily for R&D, manufacturing and office use in China.

The following table sets forth the details of our material leased properties:

No.	Location	Usage	Gross Floor Area	Lease Term	Expiry Date
			(sq.m.)		
1. . . .	Pudong New Area, Shanghai	Early discovery, pre-clinical studies and office	1,311.8	April 1, 2025 – May 31, 2028	May 31, 2028
2. . . .	Suzhou Industrial Park, Jiangsu	Clinical sample production and office	2,291.7	January 1, 2026 – March 1, 2028	March 1, 2028
3. . . .	Pudong New Area, Shanghai	Office	380.0	April 1, 2026 – May 31, 2028	May 31, 2028
4. . . .	Haidian District, Beijing	Office	139.5	December 1, 2025 – November 30, 2027	November 30, 2027
5. . . .	Suzhou Industrial Park, Jiangsu	Clinical sample production and office	411.7	April 1, 2026 – March 31, 2028	March 31, 2028
6. . . .	Nanshan District, Shenzhen	Office	340.3	April 1, 2026 – March 31, 2028	March 31, 2028
7. . . .	Suzhou Industrial Park, Jiangsu	Clinical sample production and office	1,189.9	August 20, 2026 – August 19, 2028	August 19, 2028

Under the relevant lease agreements for our principal facilities in Shanghai and Suzhou, we have the right of first refusal to renew the leases, provided that we notify the respective lessors at least three months prior to the relevant expiration dates. Our Directors confirm that all landlords of our leased properties are Independent Third Parties.

As of the Latest Practicable Date, four of our lease agreements for properties in China had been registered with relevant authorities in China. Our PRC Legal Advisor is of the view that the non-registration of lease agreements will not affect the validity of the lease agreements, but the relevant local housing administrative authorities can require us to complete registrations within a specified timeframe and if we fail to so rectify, we may be subject to a fine of between RMB1,000 and RMB10,000 for each of these leasing properties. For further details, please see the sections headed "Risk Factors — Risks Relating to Our Business and Industry — We are subject to risks associated with our leased properties."

We do not have any property interest with a carrying amount of 15% or more of our consolidated total assets as of June 30, 2026. Therefore, according to Chapter 5 of the Listing Rules and section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), this Document is exempted from compliance with the requirements of section 38(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance which requires a valuation report with respect to all of our Group's interests in land or buildings.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We have developed ESG-related policies that are in accordance with Appendix C2 to the Listing Rules to regulate our ESG compliance and actively engage with stakeholders to address their concerns through the annual publication of ESG reports.

ESG Governance

Our Board holds full responsibility for establishing ESG policies and strategies, evaluating risks associated with daily operations, monitoring progress to ensure effectiveness and reviewing and approving ESG-related public disclosures.

To enhance ESG performance, our management team integrates ESG considerations as a standing agenda item in its day-to-day operational management and assumes overall responsibility for coordinating and executing ESG matters. They report directly to the Board on key matters, including greenhouse gas emissions, climate-related issues, labour management, and compliance operations.

Dedicated personnel from key functional departments is responsible for coordinating and advancing ESG implementation in daily operations. Their duties include managing ESG risks at the operational level, collecting and preparing ESG disclosure materials, formulating ESG-related goals, policies, and action plans, and reporting progress to the management on a regular basis.

Environmental Protection

Energy and Resource Consumption

Our energy consumption primarily comes from purchased electricity for laboratories and office spaces. We are implementing a series of energy-saving measures, including promoting the use of energy-saving equipment and technologies, and advocating a culture of energy conservation.

The following table sets forth our total amount of purchased electricity and water resources consumed during the Track Record Period:

		Year Ended December 31,		Six Months Ended June 30,
Indicator	Unit	2024	2025	2026
Electricity Consumption	kWh	985,113	845,424	711,941
Electricity Consumption Intensity	kWh/Number of employees	16,984.7	9,090.6	6,033.40
Water Consumption	m^3	1,082	1,186	708
Water Consumption Intensity	m^3/Number of employees	18.66	12.75	6.00

Waste Management

We continuously minimise the generation of medical waste and other hazardous waste, and ensure that all waste is transferred to qualified third-party service providers for compliant treatment and disposal.

The following table sets forth our total amount of hazardous waste generated and disposed of during the Track Record Period:

		Year Ended December 31,		Six Months Ended June 30,
Indicator	Unit	2024	2025	2026
Hazardous Waste	kg	5,680	6,800	7,160
Hazardous Waste Intensity	kg/Number of employees	97.93	73.12	60.68

Climate Change

Although climate change does not currently pose a direct material risk to our core business activities, it has emerged as a major influence on the global economy, industrial trends, and broader sustainable development. In response, we intend to proactively and systematically identify and evaluate climate-related risks and opportunities. By aligning our approach with the timelines and objectives of China's dual carbon targets, we aim to effectively manage and reduce potential adverse effects from climate change and extreme weather events.

The following table sets forth our total amount of greenhouse gas (GHG) emissions during the Track Record Period:

		Year Ended December 31,		Six Months Ended June 30,
Indicator	Unit	2024	2025	2026
Scope 1 GHG Emissions[1]	tCO_2e	0	0	0
Scope 2 GHG Emissions[2]	tCO_2e	553.35	464.98	391.57
Scope 3 GHG Emission[3]	tCO_2e	40.09	163.22	77.06
Total GHG Emissions	tCO_2e	593.44	628.20	468.63
Total GHG Emissions Intensity	tCO_2e/Number of employees	9.27	6.75	5.04

Notes:

1. As our business operations do not involve direct energy consumption, therefore our Scope 1 GHG emissions are nil.

2. Our Scope 2 GHG emissions come from indirect emissions generated by purchased electricity. The greenhouse emission factor for purchased electricity is calculated according to regional emission factors as set out in the Announcement on the Release of 2022 Electricity Carbon Dioxide Emission Factors.

3. We have collected and calculated data for the category 5 and 6 of Scope 3 GHG emission.

Based on our current GHG emissions profile and projected business growth, we have set the following carbon emissions target:

Strategy theme	Reduction targets by 2030
GHG Emission	10% reduction in GHG emission intensity
Electricity Consumption	15% reduction in electricity consumption intensity
Water Consumption	15% reduction in water consumption intensity
Hazardous Waste Discharge	30% reduction in hazardous waste intensity

Social Responsibilities

Employee Management

We have established and continuously refined comprehensive management systems, including the Employee Handbook and Compensation Management System, to ensure robust employment practices.

To attract, retain, and motivate high-calibre talent, we implement fair, inclusive, and performance-driven human resource policies. Our recruitment procedures are merit-based and strictly non-discriminatory, providing equal opportunities irrespective of gender, age, ethnicity, nationality, or other personal characteristics. In recruitment, termination, working hours, remuneration, leave entitlements, and employee benefits, we strictly safeguard employees' statutory rights and interests.

We offer competitive and market-aligned remuneration packages to appropriately reward contributions and encourage long-term commitment and loyalty among our employees. Moreover, we actively promote employee engagement and recognition through a range of initiatives, including birthday celebrations, annual gatherings, team building trips and long-service awards.

Occupational Health and Safety

To protect our employees, we have established emergency response plans and conduct safety training to cultivate a safety-first culture. We provide employees with personal protective equipment such as protective clothing and gloves. We also perform regular safety inspections to ensure ongoing compliance and risk management.

During the Track Record Period and up to the Latest Practicable Date, we did not encounter any occupational health-related incidents or complaints that would materially and adversely affect our business, financial condition or results of operations during the same period.

Training and Development

We are committed to the ongoing professional development of our employees. We have formulated internal systems such as the Annual Training Plan to provide employees with diversified training courses covering topics such as quality management systems, health and safety, biotechnology sharing, etc. We also regularly assess the effectiveness of these programs to ensure employees have problem-solving abilities, improve work efficiency, and meet career development needs.

Business Ethics

We uphold the highest standards of business ethics, placing integrity, transparency, and compliance at the core of our operations. We maintain a zero-tolerance stance towards any form of bribery and corruption.

In all interactions with business partners, suppliers, and regulatory authorities, we adhere to principles of fairness, openness, and impartiality. All business decisions are supported by formal written contracts, and we ensure that all disclosures are true, accurate, and complete. Regular compliance training and audits are conducted to mitigate ethical risks. We apply a strict approach to any breaches by employees or business partners, with violations subject to disciplinary action up to and including legal proceedings.

PERMITS, LICENSES AND OTHER APPROVALS

During the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from relevant authorities that are material to our current operations. The table below sets forth the relevant details of the material licenses we hold for our operations.

Permit/License/ Certification	Item	Authority	Grant Date/Most Recent Renewal Date	Expiry Date
Shanghai Immunofoco Biopharmaceutical Co., Ltd.				
Record Certificate of Pathogenic Microorganism Laboratory	Record for the pathogenic microorganism laboratory	Shanghai Pudong District Health Commission	March 3, 2023	NA
Suzhou Immunofoco Biopharmaceutical Co., Ltd.				
Record Certificate of Pathogenic Microorganism Laboratory	Record for the pathogenic microorganism laboratory (QC lab)	Suzhou City Health Commission	November 5, 2024	November 4, 2029
Record Certificate of Pathogenic Microorganism Laboratory	Record for the pathogenic microorganism laboratory (Pilot lab)	Suzhou City Health Commission	November 5, 2024	November 4, 2029

We did not need to renew the above licenses, approvals and permits as of the Latest Practicable Date. We do not anticipate to encounter any material difficulties in renewing our key permits, licenses or approvals.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

During the Track Record Period and up to the Latest Practicable Date, we were not a party to any actual or threatened material legal or administrative proceedings. We are committed to maintaining the highest standards of compliance with the laws and regulations applicable to our business. However, we may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of business.

Legal Compliance

According to our PRC Legal Adviser, during the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material non-compliance incidents that led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition or results of operation. Our Directors confirmed that we had complied with all material applicable laws and regulations for our operations in the PRC and we were not involved in any material or systemic non-compliance incidents in the PRC.

INSURANCE

We maintain insurance policies that we consider to be in line with market practice and adequate for our business. In China, our insurance policies cover study-related accidents and adverse events in our clinical trials. We maintain social welfare insurance for our employees in accordance with relevant PRC laws and regulations in all material aspects. We do not maintain product liability insurance or employer liability insurance.

We intend to obtain medical and commercial insurance coverage on our product candidates, including product liability insurance policies in China, the United States and other markets where we plan to market our product candidates once they are approved. We will procure such insurance policies as appropriate when we receive regulatory approval of our product candidates for marketing and before commercialization in the relevant markets.

RISK MANAGEMENT AND INTERNAL CONTROL

We are committed to developing and maintaining risk management and internal control systems comprised of policies and procedures tailored to our business operations. Our dedication lies in the continual enhancement of these systems to ensure their effectiveness.

Risk Management

We are exposed to various risks in our business operations, and we believe that risk management is important to our success. See "Risk Factors" for a discussion of the key risks and uncertainties we may face. We have established our risk management systems to identify, assess, monitor and mitigate the risks that may hinder our success including strategic risks, operational risks, financial risks and legal risks.

To monitor the ongoing implementation of risk management policies and corporate governance measures after the [**REDACTED**], we have adopted, or will continue to adopt, among other things, the following risk management measures.

- Our Board will continue to oversee and manage the overall risks associated with our business operations, including (i) reviewing and approving our risk management policy; (ii) reviewing and approving annual working plan and annual report of our corporate risk management; (iii) monitoring significant risks associated with our business operation; and (iv) assessing our corporate risk in the light of our corporate risk tolerance.

- Our finance, legal, human resources and other relevant departments will be responsible for implementing our risk management policy and carrying out our day-to-day risk management practice. To standardize risk management across our Group and establish a common level of transparency and performance, these departments will (i) gather information about risks related to their operations or functions; (ii) conduct risk assessments, which include identifying, prioritizing, measuring, and categorizing all key risks that could potentially impact their objectives; (iii) continuously monitor key risks

related to their operations or functions; (iv) implement appropriate risk responses as needed; (v) develop and maintain mechanisms to facilitate the application of our risk management framework; and (vi) promptly report any material risks to relevant departments.

Internal Control

Our Board is responsible for establishing our internal control system and reviewing its effectiveness. We have engaged an independent internal control consultant, to perform certain agreed-upon procedures, in connection with the internal control of our Company and our major operating subsidiaries and to report factual findings on our Group's entity-level controls and internal controls of various processes, including financial reporting and disclosure controls, human resources and payroll management, general controls of IT system, taxation management, contract management, and other procedures of our operations. The internal control consultant performed reviews on the internal control systems of our Group. The internal control consultant performed the internal review procedures between October 2025 and January 2026, there were no material outstanding issues relating to our Group's internal control.

During the Track Record Period, we regularly reviewed and enhanced our internal control system. Below is a summary of the internal control policies, measures and procedures we have implemented or plan to implement.

- We have implemented a range of measures and procedures covering various aspects of our business operations, including related party transactions, risk management, anti-bribery and anti-corruption, intellectual property protection, environmental protection, and occupational health and safety. For more information, see "— Intellectual Property" and "— Environmental, Social and Governance." As part of our employee training program, we regularly provide training on these measures and procedures to our staff.

- Our Directors, who are responsible for overseeing the corporate governance of our Group, will, with assistance from our legal advisers, will periodically review our compliance status with all relevant laws and regulations following the [**REDACTED**].

- We have established dedicated governance, compliance, risk management and internal audit functions, clearly defined the roles and responsibilities of relevant personnel and committees, and adopted a series of policies and procedures governing corporate governance, securities dealing, conflict of interests, connected transactions, information disclosure, ESG management, anti-corruption and legal compliance matters. In addition, a suite of measures has been adopted to strengthen our operational and financial reporting controls, and key measures include, among others, (i) establishing policies and procedures relating to supplier management, treasury and cash management, bank account administration, investment and financing activities, and segregation of duties to enhance operational oversight and accountability; (ii) formalising accounting policies and financial reporting procedures, including monthly and annual closing processes, tax compliance procedures, insurance management policies and directors' and officers' liability insurance coverage, to strengthen the reliability and accuracy of our financial reporting; and (iii) enhancing our information technology control environment through the implementation of business continuity and disaster recovery plans, periodic user access reviews, software licensing controls, backup and recovery procedures and ongoing employee training to promote compliance awareness and support the effective operation of our internal control system.

- We have established an audit committee which (i) makes recommendations to our Directors on the appointment and removal of external auditors; and (ii) reviews the financial statements and renders advice in respect of financial reporting as well as oversees internal control procedures of our Group.

- We have engaged Rainbow Capital (HK) Limited as our compliance adviser to provide advice to our Directors and management team until the end of the first fiscal year after the [**REDACTED**] regarding matters relating to the Listing Rules. Our compliance adviser is to provide support and advice regarding requirements of relevant regulatory authorities in a timely fashion.

Anti-bribery

We maintain a robust code of conduct and anti-corruption policy that prohibits bribery and other improper payments in all aspects of our business worldwide. The prohibition covers payments or transfers intended to secure an improper business advantage, including bribes, kickbacks, excessive gifts or entertainment and any other improper inducements to government officials, healthcare professionals or any third parties. We require accurate and complete books and records that fairly reflect transactions and dispositions of assets; requests for false invoices or payments that are unusual, excessive or insufficiently described must be refused and reported. Misleading, incomplete or falsified entries are strictly forbidden. We will ensure that personnel involved in future commercialization activities adhere to applicable promotion and advertising laws and industry rules, including restrictions on off-label promotion and limits on industry-sponsored scientific and educational activities.

We have implemented a comprehensive internal control framework to prevent, detect and respond to corruption and bribery risks, which includes mandatory anti-corruption and anti-bribery training for senior management and staff, regular compliance meetings and targeted ad-hoc sessions to reinforce legal and policy requirements; enhanced monitoring of books, records and accounts and strengthened oversight of supplier selection, tendering and payment processes to identify and investigate irregular or improperly described transactions; a whistle-blowing mechanism that enables employees, suppliers and third parties to report suspected misconduct confidentially and without retaliation; and clear escalation and disciplinary procedures to ensure prompt investigation and remediation of any suspected violations, together with controls to ensure future commercialization personnel comply with applicable promotion and advertising rules, including restrictions on off-label promotion and limits on industry-sponsored scientific and educational activities.

Data Privacy

Any processing of clinical trial data in connection with our product development efforts and regulatory communications is subject to the applicable local data and privacy protection laws, such as the Cybersecurity Law, the Data Security Law, the Personal Information Protection Law and Biosecurity Law, to the extent applicable, in China. Patients enrolled in the clinical trials are de-identified with assigned subject numbers. Any patient records or datasets that are transferred are only associated with the subject numbers, not the actual identities of patients. Patients' personally identifiable information, such as their names, social security numbers, phone numbers, email addresses, and home addresses, among others, is not collected or included in the clinical data report. Only necessary information for the clinical trials, such as patients' relevant medical history, eligibility for the trial, or clinical trial results, is collected. For additional information on the protection of the confidentiality of clinical trial data and patients' privacy, see "— Risk Management and Internal Control — Internal Control." During the Track Record Period and up to the Latest Practicable Date, we have not been involved in the cross-border transfer of human genetic resource materials out of the PRC. Our legal advisor on PRC data protection is of the view that nothing has come to their attention that suggests our transfer of data is not in compliance with applicable laws and regulations and we have complied with the applicable PRC laws and regulations in relation to cross-border data transfer and data privacy in all material respects (including patients' data).

BOARD OF DIRECTORS

Our Board will consist of nine Directors upon [**REDACTED**], of whom three are executive Directors, three are non-executive Directors and three are independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business.

The table below sets out certain information in respect of the members of the Board:

Name	Age	Position	Time of appointment as Director	Time of joining our Group	Roles and responsibilities
Dr. Sun	40	Executive Director, chairperson of the Board and chief executive officer of our Company	September 2020	September 2020	Overall strategic development planning, daily management and operations of our Group
Dr. Zhenggang Jiang (蔣正剛)	46	Executive Director and deputy general manager of our Company	December 2022	February 2022	Overall strategic operation, financing management and business development of our Group
Dr. Ruidong Hao (郝瑞棟)	39	Executive Director, deputy general manager and head of R&D centre of our Company	March 2022	January 2022	Overall R&D strategy, R&D operation and pipeline development of our Group
Dr. Jiaxin Li (李佳昕)	39	Non-executive Director	November 2025	November 2025	Providing guidance on business, strategy and business development of our Group
Mr. Xiaopeng He (和曉朋)	37	Non-executive Director	October 2021	October 2021	Providing guidance on business, strategy and business development of our Group
Dr. Xueli Geng (耿學莉)	44	Non-executive Director	December 2022	December 2022	Providing guidance on business, strategy and business development of our Group
Mr. Siu Kei Sum (岑兆基)	50	Independent non-executive Director	February 2026 (effective from the [**REDACTED**])	[**REDACTED**]	Supervising and providing independent opinion and judgment to our Board
Mr. Da Liu (柳達)	55	Independent non-executive Director	February 2026 (effective from the [**REDACTED**])	[**REDACTED**]	Supervising and providing independent opinion and judgment to our Board
Ms. Hui Sun (孫暉)	55	Independent non-executive Director	February 2026 (effective from the [**REDACTED**])	[**REDACTED**]	Supervising and providing independent opinion and judgment to our Board

Notes:

(1) As of the Latest Practicable Date, Ms. Xiaoyang Li (李曉陽), Mr. Qinhua Zhou (周勤華) and Ms. Huijuan Wang (汪慧娟) are our Directors. To streamline the board composition and ensure an efficient decision making process, our Company made the decision to reduce the number of Directors upon the [**REDACTED**]. Pursuant to our Shareholders' resolutions dated February 10, 2026, Ms. Xiaoyang Li (李曉陽), Mr. Qinhua Zhou (周勤華) and Ms. Huijuan Wang (汪慧娟) shall resign from their directorships of our Company immediately before the [**REDACTED**]. Each of them has confirmed to the Board that there is no disagreement or disputes between him/her with our Company and the Board. Mr. Qinhua Zhou and Ms. Huijuan Wang will remain as employees of the Group after the [**REDACTED**], and Mr. Qinhua Zhou will continue to hold positions in the Group as head of the Operations Support Center and director of Suzhou Immunofoco, responsible for the production and operations of the Group and the day-to-day operations of Suzhou Immunofoco, while Ms. Huijuan Wang will continue to hold position in the Group as head of the Support Center, responsible for human resources and administrative management work. Ms. Xiaoyang Li will resign from her position with the Group immediate prior to the [**REDACTED**].

(2) As of the Latest Practicable Date, Mr. Yantao Li (李彥濤), Ms. Jingmei Li (李靜梅) and Ms. Zhaoqing Liu (劉召青) are our supervisors. To streamline the composition of the Board and ensure an efficient decision making process, our Company made the decision to abolish the supervisory committee. Pursuant to our Shareholders' resolutions dated February 10, 2026, Mr. Yantao Li (李彥濤), Ms. Jingmei Li (李靜梅) and Ms. Zhaoqing Liu (劉召青) shall resign from the supervisory positions of our Company immediately before the [**REDACTED**]. Each of Mr. Yantao Li, Ms. Jingmei Li and Ms. Zhaoqing Liu has confirmed to the Company that there is no disagreement or dispute between him/her with our Company and they will remain as employees of the Group and continue to perform their respective duties after the [**REDACTED**].

(3) Ms. Suqiong Wang (王素瓊), Ms. Chao Shi (石超) and Mr. Qingshan Shen (沈青山) resigned from their respective directorships or supervisory positions at the Company during the Track Record Period. Each of them has confirmed to the Company that there is no disagreement or dispute between him/her with our Company. Mr. Qingshan Shen is a member of our senior management, will remain as an employee to hold senior positions in our Group after the [**REDACTED**]. Ms. Suqiong Wang and Ms. Chao Shi have resigned from their positions with the Group effective immediately before the [**REDACTED**].

Executive Directors

Dr. Sun, aged 40, is the founder of our Group and has been an executive Director, the chairperson of the Board, and the chief executive officer of our Company since she founded our business in September 2020. She is primarily responsible for the overall strategic development planning, daily management and operations of our Group.

Dr. Sun has over 15 years of experience in the biotechnology industry. Prior to founding our Group, she served as the CEO assistant and director of pharmaceutical regulatory affairs and government affairs of Fosun Kairos (Shanghai) Biological Technology Co., Ltd. (復星凱瑞(上海)生物科技有限公司) (formerly known as Fosun Kite Biological Technology Co., Ltd. (復星凱特生物科技有限公司)), a subsidiary of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), a company listed on the Stock Exchange (stock code: 2196), from February 2017 to March 2020. She served as a senior manager of pharmaceutical regulatory affairs of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司), a company listed on Stock Exchange (stock code: 2696) from July 2013 to May 2016. Prior to that, she worked in Yangzijiang Pharmaceutical Group Beijing Haiyan Pharmaceutical Co., Ltd. (揚子江藥業集團北京海燕藥業有限公司) from July 2010 to July 2013.

In addition to her work experience, Dr. Sun has held several positions in pharmaceutical associations over the years. She has been a member of the Regulatory Science Professional Committee of the Drug Information Association (國際藥物信息協會DIA中國監管科學專業委員會) since August 2024. Since November 2025, Dr. Sun has been a member of the Cell and Gene Therapy Regulatory Research Professional Committee of China Society for Drug Regulation (中國藥品監督管理研究會細胞與基因治療監管研究專業委員會). Since August 2022, Dr. Sun has been serving as secretary-general of the Cell and Gene Therapy Professional Committee of the Shanghai Biopharmaceutics Industry Association (上海市生物醫藥行業協會細胞與基因治療專業委員會). Furthermore, she served as inaugural secretary-general of the Cell Immunotherapy Quality Management and Research Professional Committee of the Shanghai Pharmaceutical Quality (上海市醫藥質量協會細胞免疫治療質量管理與研究專業委員會) Association from September 2018 to August 2019.

Dr. Sun was awarded the 2023 Jiangsu Province "Double Innovation Talent" (2023年江蘇省"雙創人才") jointly by the Talent Work Leading Group Office (中共蘇州市委人才工作領導小組辦公室) of the CPC Jiangsu Provincial Committee (江蘇省委人才領導小組辦公室) and the Jiangsu Provincial Department of Industry and Information Technology (江蘇省工業和信息化廳) in December 2023, the "Second Batch of 2022 Gusu Leading Talent for Innovation and Entrepreneurship" (2022年第二批姑蘇創新創業領軍人才) by the Talent Work Leading Group Office of the CPC Suzhou Municipal Committee (蘇州市委人才工作小組領導辦公室) in January 2023, and the "Leading Talent of Suzhou Industrial Park" (蘇州工業園區領軍人才) by the Technology Innovation Committee of Suzhou Industrial Park (蘇州工業園區科技創新委員會) in June 2022.

Dr. Sun obtained her bachelor's degree in pharmaceutical formulation from East China University of Science and Technology (華東理工大學) in July 2008, a master's degree in pharmacology from Tsinghua University (清華大學) in July 2010, and a doctoral degree in pharmacology from Fudan University (復旦大學) in January 2024.

Dr. Zhenggang Jiang (蔣正剛), aged 46, is our executive Director and has been the head of strategy center of our Company since he joined us in February 2022. He was appointed as a Director in December 2022. Dr. Jiang is primarily responsible for the overall strategic operation, financing management and business development of our Group.

Dr. Jiang has over 15 years of experience in the biotechnology and pharmaceutical industry. Prior to joining us, he held the position of vice president of operations at Ascletis Pharma Inc. (歌禮製藥有限公司), a company listed on the Stock Exchange (stock code: 1672) from August 2021 to January 2022. He served as a deputy general manager of Zensun (Shanghai) Sci & Tech Co., Ltd. (上海澤生科技開發股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 871392), which was principally engaged in novel drug research and development for cardiovascular diseases, oncology, from July 2008 to August 2021.

Dr. Jiang obtained his bachelor's degree in forensic medicine and doctoral degree in immunology from Fudan University in June 2003 and June 2008, respectively. Subsequently, Dr. Jiang completed a Master of Business Administration (MBA) degree at Fudan University in January 2019.

Dr. Ruidong Hao (郝瑞棟), aged 39, is an executive Director and has been serving as the head of the R&D centre of our Group since he joined us in January 2022. He was appointed as a Director in March 2022. Dr. Hao is primarily responsible for the overall R&D strategy, R&D operation and pipeline development of our Group.

Dr. Hao has over 10 years of experience in the biotechnology and pharmaceutical industry. Prior to joining us, Dr. Hao was employed by Mab-Venture Biopharm Co., Ltd. (上海博威生物醫藥有限公司) from January 2021 to December 2021. He worked at Legend Biotech Corporation (南京傳奇生物科技有限公司), a company listed on the NASDAQ Stock Exchange (ticker symbol: LEGN) from November 2019 to December 2020. He served as R&D Manager of Biomed-union (Zhejiang) Biotechnology Co., Ltd. (科醫聯創(浙江)生物科技集團有限公司 (previously known as Shanghai KeYi Lianchuang Biotech Co., Ltd. (上海科醫聯創生物科技有限公司)) from April 2016 to November 2019, and worked at Shanghai Public Health Clinical Center (上海市公共衛生臨床中心) from July 2015 to April 2016.

Dr. Hao obtained his bachelor's degree in bioengineering from Harbin Institute of Technology (哈爾濱工業大學) in July 2010. He further received his doctoral degree in microbiology from Wuhan University (武漢大學) in June 2015.

Non-executive Directors

Dr. Jiaxin Li (李佳昕), aged 39, has been our Director since November 2025 and has been redesignated as a non-executive Director with effect from the [**REDACTED**]. Dr. Li is primarily responsible for providing guidance on business, strategy and business development of our Group.

Dr. Li has 10 years of experience in the biotechnology and pharmaceutical industry. She has been the managing director of Shanghai Fujian Equity Investment Fund Management Co., Ltd. (上海復健股權投資基金管理有限公司) since December 2021. Prior to that, she was an executive director of investment team of Fosun International Limited (復星國際有限公司), a company listed on the Stock Exchange (stock code: 0656), from July 2016 to November 2021.

Dr. Li obtained her bachelor's degree in pharmacy from West China School of Pharmacy, Sichuan University (四川大學華西藥學院) in the PRC in June 2009. She subsequently obtained her doctoral degree in pharmacology from Shanghai Institute of Materia Medica Chinese Academy of Sciences (中國科學院上海藥物研究所) in the PRC in May 2014.

Mr. Xiaopeng He (和曉朋), aged 37, has been our Director since October 2021 and has been redesignated as a non-executive Director with effect from the [**REDACTED**]. Mr. He is primarily responsible for providing guidance on business, strategy and business development of our Group.

Mr. He has over 10 years of diverse professional experience, having transitioned from leading key drug development initiatives to a career in investment and financing. He has been an executive director of Dazi Delian Investment & Management Co., Ltd. (達孜德聯投資管理有限公司) and the relevant entities since June 2019. Between March 2014 and December 2018, he worked at 1Globe Biomedical Co., Ltd. (北京強新生物科技有限公司) and Beijing Zhongguancun Lingchuang Financial Information Service Co., Ltd. (北京中關村領創金融信息服務有限公司).

Mr. He obtained his bachelor's degree in medicine with a major in preventive medicine from Shanxi Medical University (山西醫科大學) in the PRC in July 2012. He subsequently obtained his master's degree in food safety, hygiene and management from University of Birmingham in the United Kingdom in December 2013.

Dr. Xueli Geng (耿學莉), aged 44, has been our Director since December 2022 and has been redesignated as a non-executive Director with effect from the [**REDACTED**]. Dr. Geng is primarily responsible for providing guidance on business, strategy and business development of our Group.

Dr. Geng has over 10 years of experience in the biopharmaceutical and investment industries. Prior to joining our Group, Dr. Geng has been working at SDIC Venture Capital Management Co., Ltd. (國投創業投資管理有限公司) since November 2019 and held her position as an executive director since January 2024. Dr. Geng served at Trinity Innovation (Beijing) Investment Management Co., Ltd. (三一創新(北京)投資管理有限公司) from June 2018 to September 2019 with her last position as a vice president. Between May 2014 and May 2018, she worked at Beijing Shengshi Hongming Investment Fund Management Co., Ltd. (北京盛世宏明投資基金管理有限公司), Tsinghua University (清華大學) and Beijing Zhongguan Kecheng Technology Co., Ltd. (北京中關科城科技股份有限公司).

Dr. Geng obtained her bachelor's degree in chemistry from China West Normal University (西華師範大學) in the PRC in July 2003. She subsequently received her doctor degree in chemistry from Nankai University (南開大學) in the PRC in December 2008. Dr. Geng also completed a postdoctoral fellowship in chemistry at Uppsala University in Sweden in December 2011.

Independent non-executive Directors

Mr. Siu Kei Sum (岑兆基), aged 50, has been appointed as an independent non-executive Director with effect from the [**REDACTED**]. He is primarily responsible for supervising and providing independent opinion and judgment to our Board.

Mr. Sum has been an independent non-executive Director of Horizon Construction Development Limited (宏信建設發展有限公司), a company listed on the Stock Exchange (stock code: 9930) since December 2021. He has served as a senior program director and principal lecturer at the Institute for China Business, The University of Hong Kong (香港大學中國商學院) since January 2018. Mr. Sum was a visiting lecturer at Hong Kong Community College of The Hong Kong Polytechnic University from September 2012 to January 2015. He acted as an investment representative at KGI Securities Co., Ltd. (凱基證券股份有限公司) from January 2009 to August 2015.

Mr. Sum obtained his bachelor's degree of science in mathematics and master's degree of philosophy in mathematics from Hong Kong University of Science and Technology (香港科技大學) in November 1998 and November 2000, respectively.

Mr. Da Liu (柳達), aged 55, has been appointed as an independent non-executive Director with effect from the [**REDACTED**]. He is primarily responsible for supervising and providing independent opinion and judgment to our Board.

Mr. Liu has been serving as director of Hong Kong Life Science Investment Association Limited since August 2025. Mr. Liu has also been serving as the managing director at CR-CP Life Science Fund (華潤正大生命科學基金) since October 2019. He served as business director of the strategic management department of China Resources (Holdings) Co., Ltd. (華潤(集團)有限公司) from 2016 to 2019.

Mr. Liu obtained his bachelor's degree in pharmacy from St. John's University (聖約翰大學), the U.S., in January 1997. He obtained his master of business administration degree in Thunderbird School of Global Management in the U.S. in May 2002.

Ms. Hui Sun (孫暉), aged 55, has been appointed as an independent non-executive Director with effect from the [**REDACTED**]. She is primarily responsible for supervising and providing independent opinion and judgment to our Board.

Ms. Sun has extensive experience in accounting and financial management. She has been serving as an independent non-executive director of Jiangsu New Vision Automotive Electronics Co., Ltd. (江蘇澤景汽車電子股份有限公司), a company listed on the Stock Exchange (stock code: 2632) since April 2025. She also served as an independent non-executive director of BioDlink International Company Limited (東曜藥業股份有限公司), a company listed on the Stock Exchange (stock code: 1875) from March 2025 to April 2026. She served as the group chief financial officer of CTH Group and the chief financial officer of Atlas Technology Group LLC from January 2022 to June 2022. She served as a partner in the operating group at SB Investment Advisers (US) Inc. from September 2019 to June 2020. From June 2017 to December 2018, she was a partner in the capital markets accounting advisory services practice at PricewaterhouseCoopers in the United States. Prior to that, Ms. Sun spent close to 17 years from November 2000 to June 2017 with Ernst & Young, firstly in the United States and then subsequently in the PRC, with her last position as an assurance partner — head and founding partner of Ernst & Young's financial accounting advisory services practice in the China North region. She was also a member of the board of governors and the finance committee at the International School of Busan in South Korea from December 2021 to March 2024.

Ms. Sun obtained her bachelor's degree of business administration in public accounting from Baruch College of The City University of New York in the United States in August 1997. Ms. Sun is a certified public accountant in the State of New York (active) since January 2002 and in the State of California (inactive) since June 2017.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below sets out certain information regarding our senior management.

Name	Age	Position	Time of appointment as senior management	Time of joining our Group	Roles and responsibilities
Dr. Sun	40	Executive Director, chairperson of the Board and chief executive officer of our Company	September 2020	September 2020	Overall strategic development planning, daily management and operations of our Group
Dr. Zhenggang Jiang (蔣正剛) . .	46	Executive Director and deputy general manager of our Company	February 2022	February 2022	Overall strategic operation, financing management and business development of our Group
Dr. Ruidong Hao (郝瑞棟)	39	Executive Director, deputy general manager, head of R&D centre of our Company	January 2022	January 2022	Overall R&D strategy, R&D operation and pipeline development of our Group
Mr. Qingshan Shen (沈青山)	54	Deputy general manager, chief technology officer of our Company	January 2026	September 2020	Overseeing manufacturing, quality control and management of operations of our Group
Mr. Nam Kit Lau (劉南杰)	54	Chief financial officer, company secretary of our Company	September 2025	September 2025	Overseeing financial management, tax and treasury operations, internal controls, and capital market strategy of our Group

Dr. Sun, aged 40, is our executive Director, chairperson of the Board and chief executive officer. See "— Board of Directors — Executive Directors" in this section for her biographical details.

Dr. Zhenggang Jiang (蔣正剛), aged 46, is our executive Director and deputy general manager. See "— Board of Directors — Executive Directors" in this section for his biographical details.

Dr. Ruidong Hao (郝瑞棟), aged 39, is our executive Director and deputy general manager. See "— Board of Directors — Executive Directors" in this section for his biographical details.

Mr. Qingshan Shen (沈青山), aged 54, is our deputy general manager and chief technology officer. Mr. Shen joined our Company in September 2020 and has been serving as the vice president of Quality and Production Operations since then. He was further appointed as the deputy general manager of our Company in January 2026. In January 2025, Mr. Shen was appointed as our chief technology officer. He is primarily responsible for overseeing manufacturing, quality control and management of operations of our Group.

Mr. Shen has over 30 years of experience in the biotechnology and pharmaceutical industry. Prior to joining us, Mr. Shen served as the legal representative of Shanghai Qingyi Pharmaceutical Consulting (a sole proprietorship) (上海清嶧醫藥諮詢) from May 2020 to August 2020, the head of cell therapy quality assurance team at Wuxi Shengji Biotechnology Co., Ltd. (無錫生基醫藥科技有限公司) from August 2019 to April 2020. Mr. Shen worked at Fosun Kairos (Shanghai) Biological Technology Co., Ltd., Shanghai Fosun Pharmaceutical (Group) Co., Ltd., a company listed on the Stock Exchange (stock code: 2196) from May 2017 to July 2019. He worked at Anhui Sinobioway Biomedical Co., Ltd. (安徽未名生物醫藥有限公司) from November 2014 to May 2017, Hefei Tianmai Biotechnology Development Co., Ltd. (合肥天麥生物科技發展有限公司) from March 2010 to October 2014, Shenzhen KeXing Bioproducts Co., Ltd. (深圳科興生物工程有限公司) from April 1995 to October 2007.

Mr. Shen holds the title of Engineer (Intermediate Professional and Technical Qualification in Pharmaceutical Science), awarded by the Shenzhen Professional Title Administration Office (深圳市職稱管理辦公室) in December 1999. Additionally, he obtained the professional qualification of Quality Engineer (Intermediate) from the Department of Personnel of Guangdong Province (廣東省人事廳) in September 2002.

Mr. Shen obtained his bachelor's degree in marine biology from Ocean University of China (中國海洋大學) in July 1994. He further obtained a master's degree in Business Administration from Shanghai Jiao Tong University (上海交通大學) in March 2004.

Mr. Nam Kit Lau (劉南杰), aged 54, has been our chief financial officer since September 2025. Mr. Lau is primarily responsible for overseeing financial management, tax and treasury operations, internal controls, and capital market strategy of our Group.

Mr. Lau has over 30 years of extensive professional experience in corporate finance and accounting. Prior to joining us, he served as chief financial officer of Cellomics Holdings Limited (晶准生物醫藥集團有限公司) from July 2022 to June 2024, the vice president of finance at CANbridge Pharmaceuticals Inc. (北海康成(上海)生物科技有限公司), a company listed on the Stock Exchange (stock code: 1228) from September 2018 to June 2022. He served as head of business controlling at Sanofi China Investment Co., Ltd. (賽諾菲中國投資有限公司) from April 2013 to August 2018. He acted as senior finance manager at GlaxoSmithKline China Investment Co., Ltd. (葛蘭素史克中國投資有限公司) from August 1995 to March 2013.

Mr. Lau is a certified public accountant of the Hong Kong Institute of Certified Public Accountants (active) and a certified public accountant of the American Institute of Certified Public Accountants (inactive).

Mr. Lau obtained his bachelor's degree of business administration in accounting from the University of Wisconsin-Madison in the United States in May 1995. He subsequently obtained a postgraduate diploma in public financing and capital markets from the University of Hong Kong on December 2024.

JOINT COMPANY SECRETARIES

Mr. Nam Kit Lau (劉南杰), aged 54, has been appointed as one of our joint company secretaries in February 2026 with effect from the [**REDACTED**]. See "— Senior management" in this section for his biographical details.

Ms. Hoi Ting Wong (黃凱婷) has been appointed as one of our joint company secretaries in February 2026 with effect from the [**REDACTED**]. She is a manager in the listing services department of TMF Hong Kong Limited, responsible for providing corporate secretarial and compliance services to listed companies. Ms. Wong has over ten years of experience in the corporate secretarial field. She obtained her bachelor's degree in social sciences from Lingnan University (嶺南大學) in Hong Kong in October 2009 and her master of science degree in

professional accounting and corporate governance from City University of Hong Kong (香港城市大學) in Hong Kong in July 2014. Ms. Wong is an associate member of both The Hong Kong Chartered Governance Institute in Hong Kong and The Chartered Governance Institute in the United Kingdom.

GENERAL CONFIRMATIONS

Save as disclosed in the sections headed "Board of Directors" and "Senior Management", none of the Directors or senior management members has held any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date.

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on February 3, 2026, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

As of the Latest Practicable Date, (i) none of the Directors or members of the senior management of our Company is related to any other Directors and members of the senior management; and (ii) there is no additional matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders, and there is no additional information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed in the section headed "Statutory and General Information — Further Information about our Directors, Senior Management and Substantial Shareholders" in Appendix VI to this document, as at the Latest Practicable Date, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO. As at the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

BOARD COMMITTEES

In accordance with the relevant laws, regulations, the Articles and the corporate governance practice prescribed in the Listing Rules, we have formed three board committees, namely, the audit committee of the Board (the "**Audit Committee**"), the remuneration committee of the Board (the "**Remuneration Committee**"), and the nomination committee of the Board (the "**Nomination Committee**").

Audit Committee

We established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee are to (i) review and supervise the financial reporting process and the internal control system of our Group; (ii) oversee the audit process; (iii) provide advice and comments to our Board; and (iv) perform other duties and responsibilities as assigned by our Board.

The Audit Committee consists of three Directors, namely Ms. Hui Sun, Mr. Siu Kei Sum and Mr. Da Liu. Ms. Hui Sun serves as the chairperson of the Audit Committee and holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The primary duties of the Remuneration Committee include, among others, (i) establish, review and provide advice to our Board on the policy and structure of the remuneration for our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning remuneration; (ii) determine the terms of the specific remuneration package of each Director and member of our senior management; and (iii) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

The Remuneration Committee consists of three Directors, namely Mr. Da Liu, Dr. Sun and Mr. Siu Kei Sum. Mr. Da Liu serves as the chairperson of the Remuneration Committee.

Nomination Committee

We established a nomination committee with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The primary responsibilities of the Nomination Committee include (i) review the structure, size and composition of the Board on a regular basis and make recommendations to our Board regarding any proposed changes to the composition of our Board; (ii) identify, select or make recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; (iii) assess the independence of our independent non-executive Directors; and (iv) make recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors.

The Nomination Committee consists of three Directors, namely Dr. Sun, Mr. Da Liu and Ms. Hui Sun. Dr. Sun serves as the chairperson of the Nomination Committee.

BOARD DIVERSITY

We recognize and embrace the benefits of having a diverse Board to capture different talents so as to further bolster our Board's performance. This would also enable us in achieving a sustainable and balanced development in the long run. Our Board has adopted a board diversity policy which sets out the approach to achieve and maintain its diversity. The board diversity policy provides that the selection of Board candidates should be based on a range of diversity considerations, including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of biotechnology, pharmaceutical industry, business management, finance, investment, accounting and administration. They obtained degrees in various areas including pharmacology, immunology, forensic medicine, bioengineering, microbiology, public accounting. Our board diversity policy is well implemented as evidenced by the fact that there are four female and five male Directors ranging from 37 years old to 55 years old with experience from different industries and sectors.

We will continue to implement measures and steps to promote and enhance gender diversity at all levels of our Company. We will select potential Board candidates based on merit and his/her potential contribution to our Board while taking into account our board diversity policy and other factors, including but not limited to, his/her integration into our management mind set and business model and any specific requirements from time to time.

After the [**REDACTED**], the Nomination Committee of our Board will review the board diversity policy and its implementation from time to time to ensure its implementation and monitor its continued effectiveness, and the same will be disclosed in our corporate governance report in accordance with the Listing Rules after the [**REDACTED**].

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

We offer our executive Directors and senior management members, who are also employees of our Company, emolument in the form of salaries, remuneration, pension, discretionary bonus and other welfares. Our non-executive Directors do not receive any emolument from our Group. Our independent non-executive Directors receive emolument based on their responsibilities (including being members or chairperson of Board committees). We adopt a market and incentive-based employee emolument structure and implement a multi-layered evaluation system which focuses on performance and management goals.

The aggregate amount of emoluments (including salaries, allowances and benefits in kind, performance-related bonus, pension scheme contributions and social welfare, and sharebased payment expenses) for the two years ended December 31, 2025 and for the six months ended June 30, 2026 attributable to individuals who served as Directors, chief executive or supervisors of our Company during the relevant period amounted to approximately RMB7.9 million, RMB16.9 million and RMB8.9 million, respectively. It is estimated that under the arrangements currently in force, the aggregate emolument payable to the Directors for the year ending December 31, 2026, will be approximately RMB22 million.

For the two years ended December 31, 2025 and the six months ended June 30, 2026, the aggregate amount of emolument paid to the five highest paid individuals of our Group, including Directors, chief executive and supervisors of our Company, were approximately RMB7.9 million, RMB15.6 million and RMB8.1 million, respectively.

During the Track Record Period and up to the Latest Practicable Date, no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals of our Company as an inducement to join or upon joining our Company or as a compensation for loss of office. Further, none of our Directors had waived any emolument during the same period.

Save as disclosed in this section above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals of our Company during the Track Record Period and up to the Latest Practicable Date.

Our executive Directors have entered into a service contract with us on February 10, 2026, and we have also entered into service contract with each of our non-executive Directors and independent non-executive Directors on February 10, 2026. For details, see "Statutory and General Information — Further Information about our Directors, Senior Management and Substantial Shareholders" in Appendix VI to this document.

CORPORATE GOVERNANCE

Pursuant to Code Provision C.2.1 of part 2 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from, the requirement that the responsibilities between the chairman and the chief executive officer should be separate and should not be performed by the same individual. We do not have a separate chairperson and chief executive officer and Dr. Sun currently performs these two roles. Our Board believes that vesting the roles of both chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively.

COMPLIANCE ADVISOR

We have appointed Rainbow Capital (HK) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, we must consult with and, if necessary, seek advice from our compliance adviser on a timely basis in the following circumstances:

(a) before the publication of any regulatory announcement, circular or financial report;

(b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

(c) where we propose to use the [**REDACTED**] of the [**REDACTED**] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and

(d) where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our shares.

The term of the appointment will commence on the [**REDACTED**] and end on the date on which we distribute the annual report of the first full financial year commencing after the [**REDACTED**] and such appointment may be subject to extension by mutual agreement.

COMPETITION

Dr. Geng is a director of Beijing Yimiao Shenzhou Biopharmaceutical Co., Ltd. (北京藝妙神州生物醫藥股份有限公司) ("**Yimiao**"). We are of the view that the business of Yimiao competes or is likely to compete, either directly or indirectly, with our business. Dr. Geng's role in Yimiao is non-executive in nature and she has not assumed any day-to-day management responsibilities. Furthermore, Dr.Geng's role in our Group is also non-executive in nature. She has not participated in our Group's day-to-day management since joining our Group. As such, our Directors are of the view that the competing interest disclosed above is unlikely to give rise to any material conflict of interest.

Save as disclosed in this section above, each of our Directors confirms that as at the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

From time to time our non-executive Directors may serve on the boards of both private and public companies within the biotechnology industries. However, as these non-executive Directors are not members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which these Directors may hold directorships from time to time.

OVERVIEW

As of the Latest Practicable Date, Dr. Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu, which held 12.93%, 5.27% and 1.83% of our total issued share capital, respectively. In addition, Dr. Sun is entitled to control the composition of a majority of our Board pursuant to the shareholders' agreements prior to the [**REDACTED**]. Accordingly, Dr. Sun together with her controlled entities are considered to be our controlling shareholders prior to the [**REDACTED**].

Immediately upon completion of the [**REDACTED**] and assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised, Dr. Sun together with her controlled entities will be entitled to exercise the voting rights attached to approximately [**REDACTED**]% of our total issued share capital. As the special rights under the shareholders' agreement would be terminated immediately before the [**REDACTED**], they will cease to be our controlling shareholders and continue to be our Single Largest Group of Shareholders upon the [**REDACTED**]. For details on the special rights under the shareholders' agreement, see "History, Development and Corporate Structure — [**REDACTED**] Investments — 8. Special Rights of the [**REDACTED**] Investors." For details on the shareholding percentages of our Single Largest Group of Shareholders, see "Substantial Shareholders" in this document.

As of the Latest Practicable Date, save and except for their interests in our Company and as disclosed in the section headed "Directors and Senior Management — Competition" in this Document, none of our Single Largest Group of Shareholders, our Directors, or any of their close associates had any interests in any other companies which may, directly or indirectly, compete with or is likely to compete with our business which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying out our business independently from our Single Largest Group of Shareholders after the [**REDACTED**].

Management Independence

Our business is managed and operated by our Board and senior management. Our Board consists of three executive Directors, three non-executive Directors and three independent non-executive Directors. For more information, see "Directors and Senior Management." Our executive Directors and senior management team are responsible for the day-to-day management and operations of our business. Each member of our senior management team possesses relevant management and/or industry-related experience to act as such. Our Directors believe that our Company is able to operate our business independently of our Single Largest Group of Shareholders for the following reasons:

(i) Dr. Sun is currently responsible for the management of the shareholding platforms consisting of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu. None of these shareholding platforms has any business other than its shareholding in the Company. As such, there will be no conflict of interest between the business of the Company and Dr. Sun's;

(ii) each Director is aware of their fiduciary duties as a director, which require, among other things, that he/she acts for the benefit and in the interest of our Company and all of our Shareholders as a whole and does not allow any conflict between his/her duties as a Director and his/her personal interests;

(iii) our Board acts collectively by majority vote in accordance with our Articles of Association and applicable laws and regulations, and no single Director is able to make any decisions unless authorized by the Board;

(iv) our Board has a balanced composition of executive, non-executive and independent non-executive Directors, which ensures the independence of the Board in making decisions affecting our Company. Our independent non-executive Directors account for not less than one-third of our Board. All of our independent non-executive Directors are independent of our Single Largest Group of Shareholders and have extensive experience in their respective areas of expertise. All independent non-executive Directors are appointed in accordance with the requirements under the Listing Rules, and certain matters of our Company must always be referred to the independent non-executive Directors for review, ensuring the decisions of the Board are made only after the due consideration of independent and impartial opinions;

(v) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and any Director or his/her associates, the interested Director is required to abstain before voting at the relevant Board meetings in respect of such transactions;

(vi) upon completion of the [**REDACTED**], we will adopt a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Single Largest Group of Shareholders which would support our independent management. For details, see "— Corporate Governance Measures" in this section.

Based on the above, our Directors believe that our Company has sufficient and effective control mechanisms to ensure that our Directors perform their respective duties properly to safeguard the interests of our Company and all of our Shareholders as a whole. Our Board together with our senior management team, therefore, are able to perform the managerial role in our Group independently.

Operational Independence

Our Directors consider that our operations do not depend on the operations of our Single Largest Group of Shareholders and their close associates for the following reasons:

(i) our Group possesses sufficient capital, property, equipment, technology and human resources to operate its business independently, and holds concessions and qualifications that are necessary for our business;

(ii) our Group has an established organizational structure, comprising various separate departments each charged with specific responsibilities;

(iii) our Group also has independent access to, among others, suppliers, technical and medical experts and other resources required for our Group's business, and we operate our business independently, with independent rights to make and implement operational decisions;

(iv) we maintain a set of internal control procedures to facilitate the effective operation of our business, see the section headed "Business — Risk Management and Internal Control — Internal Control" in this document;

(v) we have adopted a series of corporate governance measures, such as rules with respect to our Shareholders' meetings, Board meetings and the Board committees' meetings, pursuant to relevant laws and regulations.

Based on the above, our Directors believe that our Company operates independently from our Single Largest Group of Shareholders and their close associates.

Financial Independence

Our Company has established its own finance department with a team of independent financial staff responsible for discharging treasury, accounting, reporting and internal control functions independent from our Single Largest Group of Shareholders and their close associates. Further we have a sound and independent financial system, and make independent financial decisions according to our own business needs. Our Company maintains bank accounts independently and does not share any bank account with our Single Largest Group of Shareholders and their close associates. Our Company makes tax registration and pays tax independently with its own funds. As such, our Company's financial functions, such as cash and accounting management, invoices and bills, operate independently of our Single Largest Group of Shareholders and their close associates.

We do not expect to rely on our Single Largest Group of Shareholders and their close associates for financing after the [**REDACTED**] as we expect that our working capital will be funded by cash flows generated from operating activities, equity financing, bank loans as well as the [**REDACTED**] from the [**REDACTED**].

We advanced a loan of RMB222,000 to Dr. Sun which was outstanding as at December 31, 2024 but was fully repaid in November 2025. Save for a loan of RMB10,000 advanced by Dr. Sun to the Group which is still outstanding as of the Latest Practicable Date and is expected to be fully repaid before [**REDACTED**], as of the Latest Practicable Date, there were no outstanding loans or guarantees provided by, or granted to, any member of our Single Largest Group of Shareholders and their close associates. See Note 28 to the Accountants' Report as set forth in Appendix I to this document for further details.

Based on the above, our Directors believe that we are able to maintain financial independence from our Single Largest Group of Shareholders and their close associates.

CORPORATE GOVERNANCE MEASURES

We will comply with the provisions of the Code on Corporate Governance Practices and Corporate Governance Report as set out in Appendix C1 to the Listing Rules (the "**CG Code**"), which sets out the principles of good corporate governance, upon [**REDACTED**].

Our Directors recognize the importance of good corporate governance in the protection of our Shareholders' interests. We have put in place sufficient corporate governance measures to manage the conflict of interest and potential competition from our Single Largest Group of Shareholders and their close associates:

(i) where a Board meeting is held for the matters in which any Director has a material interest, such Director shall abstain from voting on the relevant resolutions and shall not be counted in the quorum for the voting;

(ii) where a Shareholders' meeting is to be held for considering proposed transactions in which any of our Single Largest Group of Shareholders and their close associates has a material interest, our Single Largest Group of Shareholders shall not vote on the resolutions and shall not be counted in the quorum in the voting;

(iii) if disinterested Directors (including the independent non-executive Directors) reasonably seek to obtain independent and professional advice (such as financial adviser advice), the costs incurred for obtaining such advice will be borne by our Company;

(iv) our Company has established internal control mechanisms to identify connected transactions. Upon the [**REDACTED**], if our Company enters into connected transactions with any of our Single Largest Group of Shareholders and their close associates, our Company will comply with the relevant requirements of Chapter 14A of the Listing Rules including, but not limited to, the announcement, reporting and independent Shareholders' approval requirements (where applicable) under the Listing Rules;

(v) our Board will consist of a balanced composition of executive and non-executive Directors, including not less than one-third of independent non-executive Directors, to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors, individually and collectively, possess the requisite knowledge and experience. They are committed to providing impartial and professional advice to protect the interests of our minority Shareholders;

(vi) in the event that our independent non-executive Directors are requested to review any conflict of interests between our Group and our Single Largest Group of Shareholders, the relevant member in our Single Largest Group of Shareholders shall provide the independent non-executive Directors with all relevant financial, operational and market and any other necessary information. Our Company shall disclose the decisions of the independent non-executive Directors either in its annual reports or by way of announcements;

(vii) we have established the Audit Committee, the Remuneration Committee and the Nomination Committee with written terms of reference in compliance with the Listing Rules and the CG Code; and

(viii) we have appointed Rainbow Capital (HK) Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the Listing Rules and applicable laws, rules, codes and guidelines, including but not limited to various requirements relating to corporate governance from the [**REDACTED**] to the date when we distribute our annual report of financial results for the first full financial year commencing after the [**REDACTED**].

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest between us on one hand, and our Single Largest Group of Shareholders and their close associates on the other hand, and to protect minority Shareholders' rights after the [**REDACTED**].

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) the following persons will have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly interested in 5% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company:

		As of the Latest Practicable Date		Immediately upon completion of the [REDACTED] (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised)		
Name of Shareholder	Nature of interest	Number of Shares	Approximate percentage of shareholding in our total share capital	Number of Shares	Approximate percentage of shareholding in H Shares[1]	Approximate percentage of shareholding in our total share capital
Dr. Sun[2]	Beneficial owner; interest in controlled corporations	11,860,824	24.98%	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Haiyi[3] . .	Beneficial owner	6,138,600	12.93%	[REDACTED]	[REDACTED]	[REDACTED]
FHC Shenzhen[4] . .	Beneficial owner	7,200,114	15.16%	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen Fuxin[4] . .	Interest in controlled corporations	7,200,114	15.16%	[REDACTED]	[REDACTED]	[REDACTED]
Shanghai Fosun[4] . .	Interest in controlled corporations	7,200,114	15.16%	[REDACTED]	[REDACTED]	[REDACTED]
Fosun[4]	Interest in controlled corporations	7,200,114	15.16%	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen Guidance Fund[4]	Interest in controlled corporations	7,200,114	15.16%	[REDACTED]	[REDACTED]	[REDACTED]
SDICVC Fund[5] . .	Beneficial owner	5,347,947	11.26%	[REDACTED]	[REDACTED]	[REDACTED]
SDICVC Guangdong[5] . . .	Interest in controlled corporations	5,347,947	11.26%	[REDACTED]	[REDACTED]	[REDACTED]
SDICVC[5]	Interest in controlled corporations	5,347,947	11.26%	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

(1) The calculation is based on the total number of [**REDACTED**] H Shares in issue immediately upon completion of the [**REDACTED**].

(2) As of the Latest Practicable Date, Dr. Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu, which held 12.93%, 5.27% and 1.83% of our total issued share capital, respectively. See the section headed "Relationship with Our Single Largest Group of Shareholders" for details.

(3) Shanghai Haiyi is the shareholding platform, which is controlled by Dr. Sun in her capacity as its general partner. See the section headed "Relationship with Our Single Largest Group of Shareholders" for details.

(4) As of the Latest Practicable Date, FHC Shenzhen is a limited partnership established in the PRC. The general partner of FHC Shenzhen is Shenzhen Fuxin, whose general partner is Shanghai Fosun, which is in turn wholly owned by Fosun. Save for Shenzhen Guidance Fund, which held approximately 50% limited partnership interest in FHC Shenzhen, none of the other limited partners of FHC Shenzhen held more than 30% limited partnership interest therein. As such, by virtue of the SFO, each of Shenzhen Fuxin, Shanghai Fosun, Fosun and Shenzhen Guidance Fund is deemed to be interested in the Shares held by FHC Shenzhen.

(5) As of the Latest Practicable Date, SDICVC Fund is a limited partnership established in the PRC. The general partner of SDICVC Fund is SDICVC Guangdong, which is held as to 91% by SDICVC. As of the Latest Practicable Date, the largest shareholder of SDICVC is SDIC Gaoxin which held 40% equity interest in SDICVC, which is ultimately controlled by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會). As such, by virtue of the SFO, each of SDICVC Guangdong, SDICVC is deemed to be interested in the Shares held by SDICVC Fund.

Save as disclosed herein and the section headed "Statutory and General Information — Further Information about our Directors, Senior Management and Substantial Shareholders — Shareholders" in Appendix VI to this Document, our Directors are not aware of any persons who will, immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), have interests and/or short positions in Shares or underlying shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or who are, directly or indirectly, interested in 5% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company.

This section presents certain information regarding our share capital before and upon completion of the [**REDACTED**].

BEFORE THE COMPLETION OF THE [REDACTED]

As of the Latest Practicable Date, the registered capital of our Company was RMB47,481,322, comprising 47,481,322 Unlisted Shares of nominal value RMB1.0 each.

Immediately following the Share Subdivision and immediately prior to the [**REDACTED**], the 47,481,322 issued Shares of our Company will be subdivided into 237,406,610 Shares with a nominal value of RMB[**REDACTED**] each.

UPON COMPLETION OF THE [REDACTED]

Immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate Percentage of the Total Share Capital of our Company
Unlisted Shares in issue	0	0
H Shares to be [**REDACTED**] from Unlisted Shares	[**REDACTED**]	[**REDACTED**]%
H Shares to be issued under the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]%
Total	[**REDACTED**]	**100.00%**

The conversion of Unlisted Shares into H Shares will involve an aggregate of [**REDACTED**] Unlisted Shares, representing approximately [**REDACTED**]% of total issued Shares of our Company upon completion of the conversion of Unlisted Shares into H Shares and the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised).

Immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] is fully exercised but any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised) the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate Percentage of the Total Share Capital of our Company
Unlisted Shares in issue	0	0
H Shares to be [**REDACTED**] from Unlisted Shares	[**REDACTED**]	[**REDACTED**]%
H Shares to be issued under the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]%
H Shares to be issued upon full exercise of the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]%
Total	[**REDACTED**]	**100.00%**

OUR SHARES

Upon completion of the [**REDACTED**], all of our Unlisted Shares will be converted into H Shares and are regarded as one class of Shares. Apart from certain qualified domestic institutional investors in the PRC, certain PRC qualified investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed by or traded among legal and natural persons of the PRC.

The Shares will rank pari passu with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document.

All dividends for H Shares will be denominated and declared in RMB, and paid in Hong Kong dollars or RMB, whereas all dividends for Unlisted Shares will be paid in RMB. Other than cash, dividends could also be paid in the form of shares.

CONVERSION OF UNLISTED SHARES INTO H SHARES

Our Unlisted Shares are unlisted Shares which are currently not listed or traded on any stock exchange. According to stipulations by the State Council securities regulatory authority and the Articles of Association, the Unlisted Shares may be converted into H Shares. Such converted Shares may be listed or traded on an overseas stock exchange provided that the conversion and trading of such converted Shares shall only be effected after all requisite internal approval process have been duly completed and the approval from the relevant PRC regulatory authorities (including the CSRC) and the relevant overseas stock exchange have been obtained.

In addition, such conversion and trading shall in all respects comply with the regulations prescribed by the State Council securities regulatory authority and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

If any of the Unlisted Shares are to be converted to H Shares and to be [**REDACTED**] on the Stock Exchange, such conversion requires the approval of the relevant PRC regulatory authorities, including the CSRC. Approval of the Stock Exchange is required for the [**REDACTED**] of such converted Shares on the Stock Exchange. Subject to fulfilling the procedures below, our Company may apply for the [**REDACTED**] of all of the Unlisted Shares on the Stock Exchange as H Shares before any proposed conversion so that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of shares for entry on the [**REDACTED**]. As any [**REDACTED**] of additional Shares after our Company's initial [**REDACTED**] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it does not require prior application for [**REDACTED**] as of the time of our Company's initial [**REDACTED**] in Hong Kong. A vote by our Shareholders in shareholders' meeting is not required for the [**REDACTED**] and [**REDACTED**] of the converted Shares on an overseas stock exchange. Any [**REDACTED**] of the converted Shares on the Stock Exchange after the initial [**REDACTED**] is subject to prior notification by way of announcement to inform Shareholders and the [**REDACTED**] of any proposed conversion.

After all the requisite approvals have been obtained, the relevant Unlisted Shares will be withdrawn from the Unlisted Share register, and our Company will re-register such Shares on the [**REDACTED**] maintained in Hong Kong and instruct the [**REDACTED**] to issue [**REDACTED**]. Registration on the [**REDACTED**] of our Company will be on the conditions that (i) the [**REDACTED**] lodges with the Stock Exchange a letter confirming the entry of the relevant H Shares on the [**REDACTED**] and the due dispatch of [**REDACTED**]; and (ii) the admission of the

H Shares to be [**REDACTED**] on the Stock Exchange complies with the Listing Rules and the [**REDACTED**] and the [**REDACTED**] in force from time to time. Until the converted Shares are re-registered on the [**REDACTED**] of our Company, such Shares would not be [**REDACTED**] as H Shares.

We have applied for the conversion of all our Unlisted Shares into H Shares, which involves [**REDACTED**] Unlisted Shares held by our existing Shareholders, representing 100% of the total issued Shares of our Company as of the Latest Practicable Date and [**REDACTED**]% of the total issued Shares of our Company upon completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised).

RESTRICTIONS OF SHARE TRANSFER

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares issued by our Company prior to the issue of H Shares will be subject to such statutory restriction on transfer within a period of one year from the [**REDACTED**].

Our Directors and members of the senior management of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by our Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the shares are listed and traded, nor within half a year after they leave their positions in our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors and members of senior management of our Company.

REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

According to the Trial Administrative Measures of Overseas Securities Offering and [**REDACTED**] by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and Detailed Rules for the Implementation of Registration and Custody Business of Non-Overseas Listed Shares of Overseas Listed Companies by China Securities Depository and Clearing Corporation Limited (《中國證券登記結算有限責任公司境外上市公司非境外上市股份登記存管業務實施細則》), our Company is required to register and deposit our Shares that are not listed on the overseas stock exchange with the China Securities Depository and Clearing Corporation after the [**REDACTED**].

SHAREHOLDERS' GENERAL MEETING

For details of circumstances under which our Shareholders' general meeting is required, see "Appendix V — Summary of Articles of Association."

You should read the following discussion and analysis in conjunction with our historical financial information, included in Appendix I to this document. Our consolidated financial information has been prepared in accordance with IFRS Accounting Standards.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on our assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. In evaluating our business, you should carefully consider the information provided in the section headed "Risk Factors" in this document.

OVERVIEW

Founded in 2020, we are an innovative cell therapy company. Our Core Product (IMC002) is an anti-CLDN18.2 CAR-T cell therapy candidate that is the second-most clinically advanced CAR-T cell therapy for treatment of solid tumors globally and is currently the subject of a registrational Phase III clinical trial. We also have a clinical stage (Phase I/IIa) anti-EpCAM CAR-T cell therapy candidate (IMC001) for treatment of solid tumors, as well as a proprietary manufacturing process for *ex vivo* CAR-T with anticipated prominent cost advantages. We believe that these enable significant market potential based on the large number of solid tumor patients in China and worldwide. Moreover, we have formed a "dual engine" growth model featuring both *ex vivo* and *in vivo* CAR-T cell therapies, with our differentiated iMAGIC *in vivo* CAR-T platform to develop real "off-the-shelf" products and expand potential therapeutic areas.

We currently have no products approved for commercial sale and therefore have not generated any revenue from product sales during the Track Record Period. For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, we recorded loss for the year/period of RMB71.3 million, RMB114.8 million, RMB35.1 million and RMB108.9 million, respectively. Such losses resulted primarily from our significant research and development expenses and administrative expenses.

We expect to incur significant expenses and record net losses for at least the next several years as we continue to advance our clinical development and pre-clinical research plans, prepare for the commercialization of our Core Product or other product candidates, and recruit talents necessary to operate our business. Subsequent to the [**REDACTED**] and the [**REDACTED**], we also expect to incur costs and expenses associated with operating as a public company. Our financial performance may fluctuate from period to period due to, among other factors, the development progress of our drug candidates, regulatory approval timeline, and commercialization of our product candidates after approval.

BASIS OF PRESENTATION

Our historical financial information has been prepared in accordance with the IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board. All IFRS Accounting Standards effective for the accounting period commencing from January 1, 2026, together with the relevant transitional provisions, have been consistently applied in preparing the historical financial information.

Our historical financial information has been prepared under the historical cost basis except for certain financial instruments which have been measured at their fair value. Our historical financial information is presented in RMB. For Shares issued to our [**REDACTED**] Investors with redemption rights, we have entered into supplemental agreements with the relevant [**REDACTED**] Investors to terminate such redemption rights. Pursuant to such supplemental agreements, the

redemption rights shall be deemed to have never had any legal effect. Having taken into account the legal and regulatory framework of the Chinese mainland and the governing law of the supplementary agreements, our Directors consider it appropriate to present the such Shares as equity throughout the Track Record Period. For further details, see Note 23 to the Accountants' Report in Appendix I to this document.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, affected by a number of factors, many of which may be beyond our control. A discussion of the key factors is set out below.

General Factors

Our business and operating results are affected by general factors affecting the pharmaceutical industry in which we operate, including but not limited to:

- macroeconomic conditions in China and worldwide;
- growth and competition environment of the pharmaceutical market in China and globally;
- market acceptance of the immuno-oncology and cellular immunotherapy;
- relevant laws and regulations, governmental policies and initiatives affecting the pharmaceutical industry in China and globally;
- political, economic and social instability of the markets in which we are conducting or plan to conduct clinical trials and/or commercialization activities; and
- technology advancements in CAR-T cell therapy development.

Company Specific Factors

Our Ability to Successfully Develop Our Product Candidates

Our business and operating results depend on our ability to advance our product development programs, and obtain regulatory approvals for our product candidates. As of the Latest Practicable Date, we have established a pipeline consisting of nine CAR-T product candidates for the treatment of solid tumors, hematological malignancies and auto-immune diseases, of which four were in clinical development stage. This diversified pipeline reflects our proven experience in advancing CAR-T cell therapy development and is supported by our strong research and development capabilities across both the preclinical and clinical stages. See "Business — Our Product Pipeline" for more information on the development status of our various product candidates.

As of the Latest Practicable Date, we had launched a registrational Phase III trial in China with IMC002 as a treatment for advanced gastric cancer patients who have received at least two prior lines of systemic treatment. We currently expect to complete this registrational clinical trial and submit an NDA application to the NMPA in 2027 with respect to IMC002 as a third-line treatment for gastric cancer/GEJ adenocarcinoma. We also submitted an IND application to the NMPA in June 2026 for an exploratory clinical trial of IMC002 in first-line advanced pancreatic cancer patients. In addition, we plan to initiate a clinical trial of IMC002 as an earlier-line treatment for gastric cancer after its first approval as a third-line treatment. Our business and results of operations depend on our product candidates demonstrating favorable clinical trial results, and our ability to obtain the requisite regulatory approvals for our product candidates. See "Risk Factors — Risks relating to the Development, Clinical Trials and Regulatory Approval of Our Product Candidates" for details of the risks in relation to advancing clinical development and obtaining regulatory approvals for our product candidates.

Our Ability to Successfully Commercialize Our Product Candidates

Our business and results of operations depend on our ability to commercialize our product candidates following receipt of regulatory approvals from competent authorities. Although none of our product candidates have yet been approved for commercial sale and we have not generated revenue from product sales, we expect to commercialize one or more candidates in the coming years as they progress toward the final stages of development.

Once commercialization begins, our business and operating results will largely depend on market acceptance of our products, the sales performance of our commercialized products. Successful commercialization will require substantial marketing efforts and related expenses before we are able to generate revenue from product sales. For the domestic China market, we plan to leverage our established partnerships and networks with principal investigators, key opinion leaders (KOLs), industry experts, and medical providers to cover key Class III Grade A hospitals in tier-one cities and selected tier-two cities, given their high patient volumes and qualifications to administer CAR-T therapies. Moving forward, we also intend to explore opportunities to deliver long-term survival benefits to a broader cancer patient population, including by seeking to introduce our treatments in major markets such as the United States and Europe. We intend to collaborate with an experienced contract sales organization (CSO) in China, especially those with commercialization experience of both CAR-T products and prescription drugs for GI cancer indications, to promote the commercialization of IMC002. In addition, we aim to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance. For overseas markets, we intend to seek opportunities to collaborate with multinational and local pharmaceutical companies to establish alliances with institutions and healthcare practitioners. Despite our carefully designed commercialization strategy, if our products do not achieve the expected level of market acceptance, we may be unable to generate revenue or achieve profitability as anticipated. See "Risk Factors — Risks Relating to Manufacturing and Commercialization of Our Product Candidates" for more details of the risks in relation to commercialization of our product candidates.

Our Ability to Effectively Control Our Costs and Expenses

Our ability to manage and control our costs and expenses is critical to the success of our business. Our operating expenses primarily include research and development costs and administrative expenses. Research and development costs have been, and are expected to continue to be, a major component in our cost structure. For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, our research and development costs amounted to RMB54.4 million, RMB77.9 million, RMB25.6 million and RMB82.2 million, respectively, and our administrative expenses amounted to RMB18.8 million, RMB39.8 million, RMB10.6 million and RMB33.1 million, respectively. For detailed information, see "— Description of Key Components of Our Consolidated Statements of Profit or Loss and Other Comprehensive Income".

We expect our cost structure to evolve as we continue to develop and expand our business. As the preclinical studies and clinical trials for our product candidates progress and as we move our pipeline products toward commercialization, our research and development costs, manufacturing-related costs and commercialization investments are expected to increase accordingly. In addition, as we transition into operating as a public company in Hong Kong, we anticipate incurring higher legal, compliance, accounting, insurance, and investor and public relations expenses to meet ongoing regulatory and reporting requirements. These additional obligations will further contribute to the growth of our operating costs. We will continue to optimize our cost-control measures, enhance operational efficiency, and strategically allocate resources to support sustainable business expansion.

Our Ability to Attract and Maintain Strategic Partnerships

Our results of operations have been, and are likely to continue to be, influenced by our strategic collaborations with business partners. For example, historically, we have worked with a number of CROs for overseeing our pharmacovigilance function. As of the Latest Practicable Date, we worked with high quality CDMOs for (i) plasmid and LVV manufacturing for IMC001 and IMC002; (ii) CAR-T cell manufacturing for IMC001; and (iii) plasmid and LVV manufacturing for *in vivo* projects. Furthermore, we also plan to leverage our established and future partnerships and networks with principal investigators, key opinion leaders (KOLs), industry experts, and medical providers to market our products after they receive regulatory approval for commercialization.

As we continue to advance our product candidates through later stages of development and prepare for potential commercialization, our relationship with key business partners may further impact our operating performance, procurement concentration, production flexibility, and overall cost management.

Funding for Our Operations

During the Track Record Period, we funded our operations primarily through capital contribution from shareholders and proceeds from borrowings. We expect to fund our future operations primarily with existing cash and cash equivalents, and [**REDACTED**] from the [**REDACTED**]. Upon the successful commercialization of one or more of our product candidates, we expect to further complement the funding for our operations with revenue generated from sales of our commercialized products. However, with the continuing expansion of our business, we may require further funding through public or private offerings, debt financing, or other sources. Any material fluctuation in the funding for our operations will impact our cash flow and our results of operations.

MATERIAL ACCOUNTING POLICIES AND SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments related to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and operational results. Our management continually evaluates such estimates, assumptions and judgments based on past experience and other factors, including industry practices and expectations of future events that are deemed to be reasonable under the circumstances. There has not been any material deviation from our management's estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes in these estimates and assumptions in the foreseeable future.

For details of the critical accounting policies, estimates, assumptions and judgments involved in the preparation of financial statements of our Group, see Notes 2.3 and 3 to the Accountants' Report as set forth in Appendix I to this document.

DESCRIPTION OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth our consolidated statements of profit or loss and other comprehensive income for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Other income and gains	3,360	4,019	1,746	6,632
Research and development costs	(54,440)	(77,941)	(25,552)	(82,203)
Administrative expenses	(18,753)	(39,802)	(10,588)	(33,096)
Other expenses	(250)	–	–	–
Finance costs	(1,229)	(1,048)	(691)	(235)
Loss before tax	**(71,312)**	**(114,772)**	**(35,085)**	**(108,902)**
Income tax expense	–	–	–	–
Loss for the year/period	**(71,312)**	**(114,772)**	**(35,085)**	**(108,902)**

DESCRIPTION OF KEY COMPONENTS OF OUR CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Other Income and Gains

During the Track Record Period, our other income and gains primarily consisted of (i) gains on fair value changes of financial assets at fair value through profit and loss, primarily representing interest income from structured deposits, (ii) government grants received from government authorities, (iii) interest income, primarily representing interest income from current deposits and (iv) certain other income, mainly including income in relation to technical services. Our other income and gains was RMB3.4 million, RMB4.0 million, RMB1.7 million and RMB6.6 million for the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively.

The following table sets forth a breakdown of our other income and gains for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Other income				
Government grants	797	843	635	3,688
Interest income	533	620	212	481
Others	327	633	141	–
Total other income	**1,657**	**2,096**	**988**	**4,169**
Gains				
Gains on fair value changes of financial assets at fair value through profit and loss	1,703	1,603	758	2,463
Gain on lease termination, net	–	320	–	–
Total gains	**1,703**	**1,923**	**758**	**2,463**
Total	**3,360**	**4,019**	**1,746**	**6,632**

Research and Development Costs

During the Track Record Period, our research and development costs primarily consisted of (i) clinical development and pre-clinical research costs, (ii) staff costs for and share-based payments to our research and development employees, (iii) material and consumable costs, and (iv) depreciation and amortization. Our research and development costs were RMB54.4 million, RMB77.9 million, RMB25.6 million and RMB82.2 million for the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively.

The following table sets forth a breakdown of our research and development costs for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Clinical development and pre-clinical research costs	18,505	33,657	9,711	39,007
Staff costs	22,716	26,746	9,907	22,728
Material and consumable costs	5,071	7,828	2,095	13,621
Depreciation and amortization	4,753	5,169	2,523	2,760
Share-based payments	427	1,840	219	1,422
Others	2,968	2,701	1,097	2,665
Total	**54,440**	**77,941**	**25,552**	**82,203**

During the Track Record Period, all our research and development costs were incurred in China. The following table sets forth a breakdown of our research and development costs by each clinical program of our product candidates for the years/periods indicated:

		Year ended December 31,		Six months ended June 30,	
		2024	2025	2025	2026
		(RMB in thousands)		*(unaudited)*	
IMC001	IMC001-IIT(CT03)	5,996	745	615	–
	IMC001-IIT (CT04)	3,997	497	410	–
	IMC001-Phase I clinical trial	–	1,858	806	3,228
IMC002	IMC002-IIT	347	–	–	168
	IMC002-Phase I clinical trial	31790	22,746	16,289	6,001
	IMC002-registrational clinical trial	–	34,619	3,348	56,939
IMV101	IMV101-pre-clinical study	–	2,675	–	402
	IMV101-IIT	–	720	–	5,050
IMV102	IMV102-pre-clinical study	–	–	–	473
	IMV102-IIT	–	–	–	2,201
IMV103	IMV103-pre-clinical study	–	–	–	1,104
IMV104	IMV104-pre-clinical study	–	–	–	280

		Year ended December 31,		Six months ended June 30,	
		2024	2025	2025	2026
		(RMB in thousands)		*(unaudited)*	
Early research and development projects	Pre-clinical study	12,310	14,081	4,084	6,357
Total		**54,440**	**77,941**	**25,552**	**82,203**

For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, the research and development costs for the Core Product were RMB32.1 million, RMB57.4 million, RMB19.6 million and RMB63.1 million, respectively, representing 59.0%, 73.7%, 76.6% and 76.8% of our total research and development costs for the same years/periods, respectively, and 43.8%, 48.7%, 54.3% and 54.7% of our total operating expenses (being the aggregate of our research and development costs, administrative expenses and other expenses) for the same years/periods, respectively.

Administrative Expenses

During the Track Record Period, our administrative expenses primarily consisted of (i) staff costs for and share-based payments to our administrative personnel, (ii) professional service fee, mainly including [**REDACTED**] expenses incurred in connection with the proposed [**REDACTED**] and other fees relating to our equity financing, (iii) office and travelling expense in relation to our administrative activities, and (iv) depreciation and amortization expenses. Our administrative expenses were RMB18.8 million, RMB39.8 million, RMB10.6 million and RMB33.1 million for the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively.

The following table sets forth a breakdown of our administrative expenses for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Professional service fee	1,948	13,709	3,431	15,038
Staff costs	10,737	13,445	4,338	10,130
Share-based payments	814	5,025	418	3,184
Office and travelling expense	2,178	3,924	893	2,185
Depreciation and amortization	2,039	2,232	1,062	1,336
Others	1,037	1,467	446	1,223
Total	**18,753**	**39,802**	**10,588**	**33,096**

Finance Costs

During the Track Record Period, our finance costs primarily represented the interest expenses incurred on our bank borrowings and interest on lease liabilities. Our finance costs were RMB1.2 million, RMB1.0 million, RMB0.7 million and RMB0.2 million for the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, respectively.

The following table sets forth a breakdown of our finance costs for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Interest on bank borrowings	1,055	789	556	117
Interest on lease liabilities	174	259	135	118
Total	**1,229**	**1,048**	**691**	**235**

Income Tax

We are subject to corporate income tax in the PRC at the statutory rate of 25% on taxable profits calculated in accordance with the EIT Law. Certain of our subsidiaries in the Chinese mainland, whose annual taxable income with an amount less than RMB3,000,000 will be included in the actual taxable income at 25% based on which the enterprise income tax payable will be calculated at the reduced tax rate of 20%. Please see Note 10 to the Accountants' Report as set forth in Appendix I to this document for details.

Pursuant to the EIT Law, our Company and certain of our subsidiaries enjoyed a super deduction of 200% on qualified research and development costs so incurred as tax deductible expenses when determining the assessable profits during the year.

During the Track Record Period, we did not pay any income tax as we did not record any taxable profit.

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Six Months Ended June 30, 2026 Compared to Six Months Ended June 30, 2025

Other Income and Gains

Our other income and gains increased significantly from RMB1.7 million in the six months ended June 30, 2025 to RMB6.6 million in the six months ended June 30, 2026, primarily driven by higher government grants from government authorities in relation to our operations and research and development activities, and an increase in interest income from structured deposits.

Research and Development Costs

Our research and development costs increased significantly from RMB25.6 million in the six months ended June 30, 2025 to RMB82.2 million in the six months ended June 30, 2026, primarily attributable to increases in clinical development and pre-clinical research costs, staff costs and material and consumable costs in relation to registrational clinical trial of IMC002, Phase I clinical trial of IMC001, and IIT of certain of our *in vivo* CAR-T products.

Administrative Expenses

Our administrative expenses increased significantly from RMB10.6 million in the six months ended June 30, 2025 to RMB33.1 million in the six months ended June 30, 2026, primarily attributable to (i) an increase in professional service fee, reflecting [**REDACTED**] expenses incurred in connection with the proposed [**REDACTED**], and (ii) increases in staff costs and share-based payments, reflecting the increased compensation to our administrative personnel in the six months ended June 30, 2026.

Finance Costs

Our finance costs decreased by 71.4% from RMB0.7 million in the six months ended June 30, 2025 to RMB0.2 million in the six months ended June 30, 2026, primarily attributable to a decrease in interest on bank borrowings as a result of repayment of relevant bank borrowings.

Loss for the Period

As a result of the foregoing, we recorded loss for the period of RMB35.1 million and RMB108.9 million in the six months ended June 30, 2025 and 2026, respectively.

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Other Income and Gains

Our other income and gains increased by 17.6% from RMB3.4 million in the year ended December 31, 2024 to RMB4.0 million in the year ended December 31, 2025, primarily driven by increases in technical service income and gain on lease termination in 2025.

Research and Development Costs

Our research and development costs increased by 43.2% from RMB54.4 million in the year ended December 31, 2024 to RMB77.9 million in the year ended December 31, 2025, primarily attributable to increases in clinical development and pre-clinical research costs and material and consumable costs resulting from the advancement of clinical development of IMC002 into registrational stage, and our investments during the early stage of research and development of certain of our *in vivo* CAR-T products.

Administrative Expenses

Our administrative expenses increased significantly from RMB18.8 million in the year ended December 31, 2024 to RMB39.8 million in the year ended December 31, 2025, primarily attributable to (i) an increase in professional service fees paid for strategic and marketing consulting services in 2025 and the [**REDACTED**] expenses incurred in connection with the proposed [**REDACTED**], and (ii) an increase in share-based payments, reflecting the newly granted share-based compensation to our administrative personnel in 2025.

Finance Costs

Our finance costs decreased by 16.7% from RMB1.2 million in the year ended December 31, 2024 to RMB1.0 million in the year ended December 31, 2025, primarily attributable to a decrease in interest on bank borrowings as a result of repayment of certain bank borrowings, which was partially offset by an increase in interest on lease liabilities resulting from the lease renewal for our Suzhou facility in 2025.

Loss for the Year

As a result of the foregoing, we recorded loss for the year of RMB71.3 million and RMB114.8 million in the years ended December 31, 2024 and 2025, respectively.

DISCUSSION OF SELECTED ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our consolidated statements of financial position as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Non-current assets			
Property, plant and equipment	19,967	22,498	29,348
Other intangible assets	–	–	353
Right-of-use assets	4,094	5,300	5,515
Prepayments, other receivables and other assets	12,993	19,692	24,109
Time deposits	–	10,107	10,221
Total non-current assets	**37,054**	**57,597**	**69,546**
Current assets			
Prepayments, other receivables and other assets	4,399	8,690	9,256
Cash and cash equivalents	52,464	238,203	401,854
Amounts due from a related party	222	–	–
Financial assets at fair value through profit or loss	63,183	195,270	70,307
Total current assets	**120,268**	**442,163**	**481,417**
Total assets	**157,322**	**499,760**	**550,963**
Current liabilities			
Trade and other payables	20,134	37,506	38,321
Interest-bearing bank borrowings	44,942	13,510	–
Amounts due to a related party	–	–	10
Lease liabilities	1,463	2,528	3,297
Deferred income	–	52	52
Total current liabilities	**66,539**	**53,596**	**41,680**
Net current assets	**53,729**	**388,567**	**439,737**
Total assets less current liabilities	**90,783**	**446,164**	**509,283**
Non-current liabilities			
Lease liabilities	3,164	3,253	2,614
Deferred income	280	359	333
Total non-current liabilities	**3,444**	**3,612**	**2,947**
Total liabilities	**69,983**	**57,208**	**44,627**
Net assets	**87,339**	**442,552**	**506,336**
Equity			
Equity attributable to owners of the parent			
Paid-in capital	21,989	43,477	–
Share capital	–	–	47,481
Reserves	65,350	399,075	458,855
Total equity	**87,339**	**442,552**	**506,336**

Our net current assets increased from RMB53.7 million as of December 31, 2024 to RMB388.6 million as of December 31, 2025, primarily due to increases in our cash and cash equivalents and financial assets at fair value through profit or loss attributable to proceeds received from equity financing.

Our net current assets increased from RMB388.6 million as of December 31, 2025 to RMB439.7 million as of June 30, 2026, primarily due to an increase in our cash and cash equivalents received from equity financing, and a decrease in interest-bearing bank borrowings as a result of our repayment of such loans, which are partially offset by a decrease in financial assets at fair value through profit or loss as a result of maturity of certain structured deposits.

Property, Plant and Equipment

Our property, plant and equipment primarily comprise machinery, leasehold improvements and construction in progress. The following table sets forth a breakdown of our property, plant and equipment as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
	(RMB in thousands)		
Machinery	14,142	15,103	18,245
Leasehold improvements	5,409	4,386	7,908
Construction in progress	213	2,622	2,617
Office equipment	203	387	578
Total	**19,967**	**22,498**	**29,348**

Our property, plant and equipment increased from RMB20.0 million as of December 31, 2024 to RMB22.5 million as of December 31, 2025, primarily due to an increase in construction in progress in relation to the upgrade of our Suzhou facility. Our property, plant and equipment increased from RMB22.5 million as of December 31, 2025 to RMB29.3 million as of June 30, 2026, primarily due to increases in machinery, and leasehold improvements as a result of our purchase of R&D equipment and the upgrade of our Suzhou and Shanghai facilities.

For details on our accounting policies and practices on impairment testing for our property, plant and equipment, please see Note 3 as set out in the Accountants' Report set out in Appendix I to this document.

Right-of-Use Assets

Our right-of-use assets primarily represents our leased properties used as offices and R&D and manufacturing facilities. Our right-of-use assets increased from RMB4.1 million as of December 31, 2024 to RMB5.3 million as of December 31, 2025, and further increased to RMB5.5 million as of June 30, 2026, mainly reflecting our renewal of expired leases and entering into new leases.

For details on our accounting policies and practices on impairment testing for our right-of-use assets, please see Note 3 as set out in the Accountants' Report set out in Appendix I to this document.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets consisted primarily of our value-added tax recoverable, our prepayments for CRO services, prepayments for property, plant and equipment, and deferred [**REDACTED**] expense. The following table sets forth a breakdown of our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Non-current:			
Value-added tax recoverable	12,017	16,747	22,772
Rental deposits and other deposits	976	628	1,337
Prepayments for property, plant and equipment	–	2,317	–
Sub-total	**12,993**	**19,692**	**24,109**
Current			
Prepayments	4,192	5,669	5,778
Other receivables	207	1,283	816
Rental deposits	–	467	15
Deferred [**REDACTED**] expenses	–	1,271	2,647
Sub-total	**4,399**	**8,690**	**9,256**
Total	**17,392**	**28,382**	**33,365**

Our prepayments, other receivables and other assets increased from RMB17.4 million as of December 31, 2024 to RMB28.4 million as of December 31, 2025, primarily attributable to (i) an increase in our input value-added tax in line with our cumulative spending in connection with our operations and R&D activities, which is expected to be deducted from future value-added tax payable on our revenue after the commercialization of our product candidates, (ii) an increase in prepayments for property, plant and equipment in relation to our purchase of R&D equipment, (iii) an increase in prepayments made to external research institutions in relation to clinical trials of our Core Product, and (iv) our deferred [**REDACTED**] expense in relation to our proposed [**REDACTED**].

Our prepayments, other receivables and other assets increased from RMB28.4 million as of December 31, 2025 to RMB33.4 million as of June 30, 2026, primarily attributable to (i) an increase in our input value-added tax in line with our cumulative spending in connection with our operations and R&D activities, which is expected to be deducted from future value-added tax payable on our revenue after the commercialization of our product candidates, (ii) an increase in rental deposits resulting from our newly leased space, and (iii) an increase in deferred [**REDACTED**] expense in relation to the proposed [**REDACTED**], partially offset by a decrease in prepayments for property, plant and equipment in relation to our purchase of R&D equipment resulting from the delivery of the purchased equipment.

As of July 31, 2026, RMB1.2 million, or approximately 20.1% of our current portion prepayments as of June 30, 2026 had been subsequently settled.

Cash and Cash Equivalents

Our cash and cash equivalents increased from RMB52.5 million as of December 31, 2024 to RMB238.2 million as of December 31, 2025, and further increased to RMB401.9 million as of June 30, 2026, primarily reflecting the cash we received from equity financing.

Financial Assets at Fair Value through Profit or Loss

During the Track Record Period, our financial assets at fair value through profit or loss represented the structured deposits that we purchased as part of our cash management measures.

Our financial assets at fair value through profit or loss increased from RMB63.2 million as of December 31, 2024 to RMB195.3 million as of December 31, 2025, and subsequently decreased to RMB70.3 million as a result of our purchase and the maturity of the relevant structured deposits prior to the relevant dates.

We adopt a prudent approach in selecting financial assets. Our investment decisions are made on a case-by-case basis and after due and careful consideration of a number of factors, such as the duration of the investment, the expected returns and our working capital conditions. Our management members, including our chief executive officer and chief financial officer, have extensive experience in managing the financial aspects of our operations. We have implemented the following treasury policies and internal authorization controls:

- We have formulated policies and procedures to control the process of our investment in financial assets;
- Our Board reviews and approves our investments in equity financial assets, long-term equity investments and long-term asset investments that amount to RMB5.0 million or above and our chief executive officer reviews and approves such investments less than RMB5.0 million;
- Our chief financial officer and chief executive officer review and approve purchases of bank deposit products with our idle cash; and
- Our finance department is responsible for the risk assessment, planning and implementation of investments in equity financial assets, long-term equity investments and long-term asset investments, as well as purchases of bank deposit products.

Upon [**REDACTED**], we intend to continue our investment in financial assets strictly in accordance with our Investment Management Policy, and, to the extent that such investment is a notifiable transaction under Chapter 14 of the Listing Rules, we will comply with the relevant requirements under Chapter 14 of the Listing Rules, including the announcement, reporting and/or shareholders' approval requirements (if applicable).

Trade and Other Payables

Our trade and other payables primarily comprise: (i) trade payables for our purchase of third-party services and materials and consumables, (ii) accrued but uninvoiced research and development costs, (iii) payroll and welfare payables, (iv) accrued [**REDACTED**] expenses, (v) accrued share issuance expenses relating to our equity financing, and (vi) other payables representing government grants to be returned due to our Company's relocation from Suzhou to Shenzhen in 2025, all of which have been paid as of the Latest Practicable Date, and government grants we received for which the relevant conditions are not yet satisfied. The following table sets forth a breakdown of our trade and other payables as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Trade payables	2,489	1,731	2,583
Accrued research and development costs	6,797	9,985	19,136

	As of December 31,		As of June 30,
	2024	2025	2026
	(RMB in thousands)		
Payroll and welfare payables	5,331	9,925	11,449
Accrued [**REDACTED**] expenses	–	6,695	1,521
Accrued share issuance expenses	–	5,120	307
Other payables	5,517	3,950	3,325
Other tax payables	–	100	–
	20,134	**37,506**	**38,321**

Our trade and other payables increased from RMB20.1 million as of December 31, 2024 to RMB37.5 million as of December 31, 2025, primarily attributable to increases in the accrued [**REDACTED**] expenses relating to our proposed [**REDACTED**] and the accrued share issuance expenses relating to our equity financing, as well as an increase in accrued research and development costs in line with the progress of our R&D activities.

Our trade and other payables increased from RMB37.5 million as of December 31, 2025 to RMB38.3 million as of June 30, 2026, primarily attributable to an increase in accrued research and development costs in line with the advancement in the development of our product candidates, and an increase in payroll and welfare payables due to increases in both the number and average compensation of our employees, which were partially offset by decreases in the accrued [**REDACTED**] expenses relating to our proposed [**REDACTED**] and the accrued share issuance expenses relating to our equity financing as a result of our settlement of these expenses.

The following table sets forth an aging analysis of the trade payables based on invoice date as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
	(RMB in thousands)		
Within 1 year	2,488	1,730	2,582
Over 1 year	1	1	1
	2,489	**1,731**	**2,583**

The following table sets forth our trade payables turnover days for the periods indicated:

	Year ended December 31,		Six months ended June 30,
	2024	2025	2026
Trade payables turnover days[(1)]	17	10	5

Note:

(1) Turnover days are calculated using the average of the opening balance and closing balance of the relevant trade payables for a year or period divided by the research and development costs for that year/period and multiplied by 365 days for a full year or 182 days for a six-month period.

As of July 31, 2026, RMB1.4 million, or approximately 54.8% of our trade payables as of June 30, 2026 had been subsequently settled.

Interest-bearing Bank Borrowings

Interest-bearing bank borrowings represent our bank loans. As of December 31, 2024 and 2025, all of our interest-bearing bank borrowings were unsecured and due within one year, and bore interest rates ranging from 3.0% to 3.6% and 2.6% to 3.0%, respectively. As of June 30, 2026, we did not have any outstanding bank borrowings

Our interest-bearing bank borrowings decreased from RMB44.9 million as of December 31, 2024 to RMB13.5 million as of December 31, 2025, and further decreased to nil as of June 30, 2026 as a result of our repayment of such borrowings.

Lease Liabilities

During the Track Record Period, our lease liabilities primarily reflects our leased properties used as offices and R&D and manufacturing facilities. Our lease liabilities increased from RMB4.6 million as of December 31, 2024 to RMB5.8 million as of December 31, 2025, and further increased to RMB5.9 million as of June 30, 2026, primarily reflecting our renewal of expired leases and entering into new leases.

KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
Current ratio[(1)]	1.8	8.2	11.6
Gearing ratio[(2)]	51.5%	3.1%	–

Notes:

(1) Current ratio is calculated by dividing current assets by current liabilities as of the date indicated.

(2) Gearing ratio is calculated by dividing interest-bearing bank borrowings by total equity as of the date indicated, multiplied by 100%.

For a detailed analysis on our financial performance, see "— Description of Key Components of Our Consolidated Statements of Profit or Loss and Other Comprehensive Income" and "— Discussion of Selected Items from the Consolidated Statements of Financial Position."

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity consist of cash and cash equivalents, which we have historically generated primarily through capital contribution from shareholders and proceeds from borrowings. We expect that our cash needs in the near future will primarily relate to progressing the development of our product candidates towards initiating various stages of clinical trials, receiving regulatory approval and commencing commercialization, as well as expanding our product candidate portfolio. For these purposes, we expect debt financing (including bank loans) and the expected [**REDACTED**] from the [**REDACTED**] to constitute our main source of funding. We monitor our cash flows and cash balance on a regular basis and strive to maintain an optimal liquidity that can meet our working capital needs. As of July 31, 2026, we had RMB30.0 million of committed unutilized banking facilities.

Net Current Assets

The following table sets forth our net current assets as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Current assets			
Prepayments, other receivables and other assets	4,399	8,690	9,256
Cash and cash equivalents	52,464	238,203	401,854
Amounts due from a related party	222	–	–
Financial assets at fair value through profit or loss	63,183	195,270	70,307
Total current assets	**120,268**	**442,163**	**481,417**
Current liabilities			
Trade and other payables	20,134	37,506	38,321
Interest-bearing bank borrowings	44,942	13,510	–
Amounts due to a related party	–	–	10
Lease liabilities	1,463	2,528	3,297
Deferred income	–	52	52
Total current liabilities	**66,539**	**53,596**	**41,680**
Net current assets	**53,729**	**388,567**	**439,737**

Our net current assets increased from RMB53.7 million as of December 31, 2024 to RMB388.6 million as of December 31, 2025, primarily due to increases in our cash and cash equivalents and financial assets at fair value through profit or loss attributable to proceeds received from equity financing.

Our net current assets increased from RMB388.6 million as of December 31, 2025 to RMB439.7 million as of June 30, 2026, primarily due to an increase in our cash and cash equivalents attributable to proceeds received from equity financing, and a decrease in interest-bearing bank borrowings as a result of our repayment of such loans.

For a discussion on the changes of our key balance sheet items, see "— Discussion of Selected Items from the Consolidated Statements of Financial Position."

Cash Flow

The following table sets out a summary of our cash flows for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
		(RMB in thousands)		
			(unaudited)	
Net cash used in operating activities	(59,575)	(98,126)	(32,212)	(101,640)
Net cash (used in)/generated from investing activities	(33,498)	(149,640)	(42,976)	119,221
Net cash generated from financing activities	22,305	433,505	74,176	146,070

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Net (decrease)/increase in cash and cash equivalents	(70,768)	185,739	(1,012)	163,651
Cash and cash equivalents at beginning of year/period	123,232	52,464	52,464	238,203
Cash and cash equivalents at end of year/period	**52,464**	**238,203**	**51,452**	**401,854**

Net Cash Used in Operating Activities

For the six months ended June 30, 2026, we had net cash used in operating activities of RMB101.6 million. Our loss before tax for the six-month period was RMB108.9 million. The difference between our loss before tax and our net cash used in operating activities for the six-month period was attributable to (i) certain non-cash or non-operating expenses or losses, including gain on fair value changes of financial assets at fair value through profit and loss of RMB2.5 million, depreciation of property, plant and equipment of RMB2.7 million, depreciation of right-of-use assets of RMB1.4 million, and share-based payment expenses of RMB4.6 million; and (ii) changes in certain working capital items, including an increase in prepayments, other receivables and other assets of RMB7.3 million, and an increase in trade and other payables of RMB8.2 million.

For the year ended December 31, 2025, we had net cash used in operating activities of RMB98.1 million. Our loss before tax for the year was RMB114.8 million. The difference between our loss before tax and our net cash used in operating activities for the year was attributable to (i) certain non-cash or non-operating expenses or losses, including finance costs of RMB1.0 million, gain on fair value changes of financial assets at fair value through profit and loss of RMB1.6 million, depreciation of property, plant and equipment of RMB5.3 million, depreciation of right-of-use assets of RMB2.1 million, and share-based payment expenses of RMB6.9 million; and (ii) changes in certain working capital items, including an increase in prepayments, other receivables and other assets of RMB8.5 million, and an increase in trade and other payables of RMB11.5 million.

For the year ended December 31, 2024, we had net cash used in operating activities of RMB59.6 million. Our loss before tax for the year was RMB71.3 million. The difference between our loss before tax and our net cash used in operating activities for the year was attributable to (i) certain non-cash or non-operating expenses or losses, including finance costs of RMB1.2 million, gain on fair value change of financial assets at fair value through profit and loss of RMB1.7 million, depreciation of property, plant and equipment of RMB5.0 million, depreciation of right-of-use assets of RMB1.7 million, and share-based payment expenses of RMB1.2 million; and (ii) changes in certain working capital items, including an increase in prepayments, other receivables and other assets of RMB1.5 million, an increase in deferred income of RMB0.3 million, and an increase in trade and other payables of RMB5.4 million.

We recorded net operating cash outflows during the Track Record Period, primarily as a result of our research and development costs and administrative expenses. We plan to improve our net operating cash outflow position through the following ways: (i) accelerating the clinical development of our product candidates and advancing them towards commercialization in the next few years, particularly our Core Product candidate IMC002; (ii) adopting comprehensive measures to effectively optimize our cost structure and control our operating expenses; (iii) closely monitoring our receivables collection and payables settlement, thereby enhancing working capital management and improving our cash flow position, and (iv) successfully launching the [**REDACTED**] to obtain the [**REDACTED**].

Net Cash Generated from/(Used in) Investing Activities

For the six months ended June 30, 2026, our net cash generated from investing activities was RMB119.2 million, primarily attributable to cash inflows of RMB592.4 million generated from sale of financial assets measured at fair value through profit or loss, which was partially offset by cash outflows of RMB465.0 million related to investments in financial assets measured at fair value through profit or loss.

For the year ended December 31, 2025, our net cash used in investing activities was RMB149.6 million, primarily attributable to cash outflows of RMB629.5 million related to investments in financial assets measured at fair value through profit or loss, RMB10.0 million related to purchases of time deposits over one year, and RMB9.2 million related to purchases of items of property, plant and equipment, which were partially offset by cash inflows of RMB499.0 million generated from sale of financial assets measured at fair value through profit or loss.

For the year ended December 31, 2024, our net cash used in investing activities was RMB33.5 million, primarily attributable to cash outflows of RMB313.0 million related to investments in financial assets measured at fair value through profit or loss, which was partially offset by cash inflows of RMB281.5 million generated from sale of financial assets measured at fair value through profit or loss.

Net Cash Generated from Financing Activities

For the six months ended June 30, 2026, our net cash generated from financing activities was RMB146.1 million, mainly reflecting RMB175.0 million from issue of shares, which was partially offset by the repayment of interest-bearing bank borrowings totalling RMB13.5 million, share issuance expenses paid of RMB11.7 million.

For the year ended December 31, 2025, our net cash generated from financing activities was RMB433.5 million, mainly reflecting RMB473.0 million in capital contribution by shareholders and RMB13.5 million in proceeds from new interest-bearing bank borrowings, which were partially offset by the repayment of interest-bearing bank borrowings totalling RMB44.9 million.

For the year ended December 31, 2024, our net cash generated from financing activities was RMB22.3 million, primarily attributable to RMB44.9 million in proceeds from new interest-bearing bank borrowings, which was partially offset by repayment of interest-bearing bank borrowings totalling RMB20.0 million.

CASH OPERATING COSTS

The following table sets forth key information relating to our cash operating costs for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)			
			(unaudited)	
Cash operating costs relating to our Core Product:				
Clinical development and pre-clinical research costs	9,208	14,375	7,598	22,342
Staff costs	11,542	10,012	6,665	12,228
Material and consumable costs	4,192	4,527	1,832	10,012

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		*(unaudited)*	
Others	1,339	1,639	1,026	2,122
Subtotal	26,281	30,553	17,121	46,704
Cash operating costs relating to our other product candidates:				
Clinical development and pre-clinical research costs	5,671	18,828	327	6,857
Staff costs	11,204	13,750	4,213	9,186
Material and consumable costs	1,809	2,980	526	3,195
Others	1,511	1,181	192	542
Subtotal	20,195	36,739	5,258	19,780
Other cash operating costs:				
Staff costs	10,475	11,836	4,889	9,921
Professional service expenses	2,041	7,589	2,946	18,803
Others	975	6,756	1,006	4,902
Total	**59,967**	**93,473**	**31,220**	**100,110**

INDEBTEDNESS

The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
	(RMB in thousands)		
Interest-bearing bank borrowings	44,942	13,510	–
Lease liabilities	4,627	5,781	5,911
Total	**49,569**	**19,291**	**5,911**

Interest-bearing Bank Borrowings

As of December 31, 2024 and 2025, and June 30, 2026 , our interest-bearing bank borrowings amounted to RMB44.9 million, RMB13.5 million, and nil, respectively. For detailed information on the changes in our interest-bearing bank borrowings, see "— Discussion of Selected Items from the Consolidated Statements of Financial Position — Interest-bearing Bank Borrowings".

Lease Liabilities

As of December 31, 2024 and 2025, and June 30, 2026, our lease liabilities amounted to RMB4.6 million, RMB5.8 million, and RMB5.9 million, respectively. Our lease liabilities primarily consisted of leased properties used as offices and R&D and manufacturing facilities.

The following table sets forth the repayment of the lease liabilities as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
		(RMB in thousands)	
Current portion	1,463	2,528	3,297
Non-current portion	3,164	3,253	2,614
Total	**4,627**	**5,781**	**5,911**

Contingent Liabilities

We did not have any material contingent liabilities as of December 31, 2024 and 2025 and June 30, 2026, respectively.

Indebtedness Statement

Except as disclosed above, as of June 30, 2026, being the latest practicable date for determining our indebtedness, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, hire purchase commitments, guarantees or other material contingent liabilities. Our Directors have confirmed that there is no material change in our indebtedness since June 30, 2026 and up to the Latest Practicable Date. Our Directors have confirmed that there were no material covenants on any of our outstanding debts and that we had no default in repayment or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

Our Directors have further confirmed that we did not experience any difficulty in obtaining bank loans and other borrowings, default in repayment of bank loans and other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

CAPITAL EXPENDITURES

We regularly incur capital expenditures to purchase property, plant and equipment and other intangible assets. Historically, we have funded our capital expenditures mainly through proceeds from equity financing and borrowings. For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, such capital expenditures amounted to RMB2.0 million, RMB9.2 million, RMB0.1 million and RMB8.2 million, respectively.

We expect that our capital expenditures in 2027 will be primarily related to purchases of research and development equipment and improvements of our research and development bases. We plan to fund our planned capital expenditures mainly through a combination of the [**REDACTED**] from the [**REDACTED**], our cash on hand and bank borrowings. We may adjust our capital expenditures for any given period according to our development plans or in light of market conditions and other factors we believe to be appropriate.

CAPITAL COMMITMENTS

As of December 31, 2024, we did not have any material commitments that was contracted but not provided for. As of December 31, 2025 and June 30, 2026, we had commitments of RMB0.6 million and RMB0.7 million, respectively, for purchase of property, plant and equipment.

FINANCIAL RISK MANAGEMENT

Our principal financial instruments comprise cash and cash equivalents, time deposits, financial assets at fair value through profit or loss and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for our operations. We have various financial assets and liabilities such as financial assets included in prepayments, other receivables and other assets and financial liabilities included in trade and other payables, which arise directly from our operations. The main risks arising from our financial instruments are credit risk and liquidity risk.

Our exposure to these risks and the financial risk management policies and practices used by us to manage these risks are described in details in Note 31 to the Accountants' Report as set forth in Appendix I to this document.

OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

For details about our related party transactions during the Track Record Period, see Note 28 to the Accountants' Report as set out in Appendix I to this document.

Our Directors believe that our transactions with related parties during the Track Record Period were conducted on an arm's-length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

DIVIDEND

We did not declare or pay dividends on our Shares during the Track Record Period.

Any future declarations and payments of dividends will be at the absolute discretion of our Directors and will depend on our actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors which our Directors consider relevant. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. In view of our accumulated losses, as advised by our PRC Legal Advisors, we shall not declare or pay dividend until the accumulated losses are covered by our after-tax profits and sufficient statutory common reserve is drawn in accordance with the relevant laws and regulations. According to relevant PRC laws, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our after-tax net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. As a result, we may not have sufficient or any distributable profits to make dividend contributions to our Shareholders, even if we become profitable.

We currently do not have formal dividend policy or any pre-determined dividend payout ratio.

WORKING CAPITAL

The Directors are of the opinion that, taking into account the financial resources available to us, including (i) our existing cash and cash equivalents; (ii) financial assets at fair value through profit or loss; (iii) available bank facilities; and (iv) the estimated [**REDACTED**] from the [**REDACTED**], we have sufficient working capital to cover 125% of our cash expenditure for at least the next 12 months following the date of this document.

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, (ii) cash paid for purchases of property, plant and equipment, (iii) principal and interest payments on lease liabilities. We consider these items to be key indicators of our operational efficiency,

reflecting payments which can significantly impact our cashflow, and the costs of financing lease obligations, all of which may occur on a regular basis. We estimate that we will receive [**REDACTED**] of approximately HK$[**REDACTED**] million after deducting the [**REDACTED**] fees and expenses payable by us in the [**REDACTED**], assuming no [**REDACTED**] is exercised and assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**] (being the [**REDACTED**] of the indicative [**REDACTED**] range). Assuming the average cash burn rate going forward of 2.5 times the level in the year ended December 31, 2025, we estimate that (i) our cash and cash equivalents along with the financial assets measured at fair value through profit or loss as of June 30, 2026 will be able to maintain our financial viability for 21 months, (ii) if we take into account all of the estimated [**REDACTED**] from the [**REDACTED**], [**REDACTED**] months. We will continue to monitor our cash flows from operations closely and expect to raise our next round of financing, if needed, with a minimum buffer of 12 months.

DISTRIBUTABLE RESERVES

As of June 30, 2026, we did not have any distributable reserves.

[REDACTED] EXPENSES

[**REDACTED**] expenses represent professional fees, [**REDACTED**] commission and other fees incurred in connection with the [**REDACTED**]. We estimate that our [**REDACTED**] expenses will be approximately HK$[**REDACTED**] million (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised and based on the [**REDACTED**] of HK$[**REDACTED**] per Share (being the [**REDACTED**] of the indicative [**REDACTED**] range)), which accounts for approximately [**REDACTED**]% of the [**REDACTED**] from the [**REDACTED**]. We estimate the [**REDACTED**] expenses to consist of approximately HK$[**REDACTED**] million in [**REDACTED**] fees and HK$[**REDACTED**] million in non-[**REDACTED**] fees (which consist of fees and expenses of the Sole Sponsor of approximately HK$[**REDACTED**] million, fees and expenses of legal advisors and our Reporting Accountant of approximately HK$[**REDACTED**] million and other fees and expenses of approximately HK$[**REDACTED**] million). Among the total [**REDACTED**] expenses, approximately HK$[**REDACTED**] million will be directly attributable to the issue of our Shares, which will be deducted from equity upon the completion of the [**REDACTED**], RMB[**REDACTED**] million has been expensed during the Track Record Period, and the remaining approximately HK$[**REDACTED**] million will be expensed in our consolidated statements of profit or loss and other comprehensive income before the [**REDACTED**].

UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS

See Appendix II to this document for details.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

As we further our pre-clinical studies and continue to support the clinical trials of our product candidates, we expect our research and development costs and administrative expenses to continue to increase for the year ending December 31, 2026. As we have no product approved for commercial sale and therefore have not generated any revenue, we expect to incur increased net loss in the year ending December 31, 2026.

After performing sufficient due diligence work that our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since June 30, 2026 (being the end date of the period reported on in the Accountants' Report set out in Appendix I to this document) and there has been no event since June 30, 2026 that would materially affect the information as set out in the Accountants' Report set out in Appendix I to this document.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS

See "Business — Our Strategies" for a detailed description of our future plans and strategies.

USE OF [REDACTED]

We estimate that we will receive [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**] million, after deducting [**REDACTED**] commissions, fees and other estimated expenses in connection with the [**REDACTED**] paid and payable by us in connection with the [**REDACTED**] and assuming that the [**REDACTED**] is not exercised and an [**REDACTED**] of HK$[**REDACTED**] per Share (being the [**REDACTED**] of the indicative [**REDACTED**] range).

We currently intend to apply these [**REDACTED**] for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- We intend to use approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development and commercialization of our Core Product, IMC002. In particular:

  - Approximately [**REDACTED**]% of the [**REDACTED**] will be used for the continued clinical development of IMC002, including approximately [**REDACTED**]% to fund the development of IMC002 for the indication of gastric cancer and approximately [**REDACTED**]% for the indication of pancreatic cancer. The [**REDACTED**] will be primarily used to fund the clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.

    We have been devoting substantial resources in the R&D of IMC002, and our R&D costs for IMC002 increased significantly during the Track Record Period, primarily because advanced phase clinical trials (such as registrational clinical trials) are usually required to enroll larger number of patients, consume more drugs and other materials, and involve more investigators to administer the trials, compared to IITs and earlier phase clinical trials. We are currently also exploring IMC002's potential for earlier-line expansion, such as potential as an earlier-line treatment for gastric cancer and a first-line treatment for pancreatic cancer. According to Frost & Sullivan, expansion of product candidates into earlier-line treatment settings generally will involve higher clinical trial expenses for a variety of reasons, including: 1) clinical trials in earlier line settings generally have a larger number of subjects and a longer follow up period, due to longer PFS/OS of the subjects at earlier lines; and 2) the general design of earlier line trials (such as single arm design or control arm design, different primary endpoints such as ORR, PFS and OS) may be different, due to the different standard of care treatment and urgency for new drugs in earlier line settings.

    During the Track Record Period, our R&D activities in relation to IMC002 primarily included (i) an IIT (IMC002-CT01) for treatment of advanced solid tumor patients with a planned enrollment of 25-49 patients (which slowed down in August 2023 when we commenced the Phase I/IIa clinical trial of IMC002); (ii) a Phase I/IIa clinical trial (IMC002-RT01) as a third-line treatment for advanced gastric cancer and as a second-line treatment for pancreatic cancer patients with 29 patients enrolled, and (iii) a registrational Phase III trial (IMC002-RT02-RCT) for advanced gastric cancer commenced in August 2025 with a planned enrolment of 150 patients in around 30 Class III Grade A hospitals, which was ongoing as of the Latest Practicable Date. We currently expect to complete this registrational clinical trial and submit an NDA application to the NMPA in 2027 with respect to IMC002 as a third-line treatment for gastric cancer/GEJ adenocarcinoma. We plan to initiate

a clinical trial of IMC002 as an earlier-line treatment for gastric cancer after obtaining regulatory approval for it as a third-line treatment. We also submitted an IND application to the NMPA in June 2026 for an exploratory clinical trial of IMC002 in first-line advanced pancreatic cancer patients. We expect that patient enrollment for the IMC002 clinical trials, both as an earlier-line treatment for gastric cancer and as a first-line treatment for advanced pancreatic cancer, would be comparable to or larger than that of the current registrational Phase III trial for advanced gastric cancer.

Our R&D costs are principally driven by the number of patients enrolled, as well as the number and stages of clinical trials involved. As we advance the clinical trials for IMC002 and explore IMC002's potentials, we plan to expand our R&D team accordingly through hiring additional qualified personnel, thereby incurring increased staff costs. As such, we expect a considerable increase in the R&D costs for IMC002 in the future as compared to the historical R&D costs during the Track Record Period.

For further details on clinical trials that have been undertaken with respect to IMC002, see "Business — Our Product Pipeline — Anti-CLDN18.2 CAR-T (IMC002) — Our Core Product Candidate — Clinical Trials Relating to IMC002." For further details on our clinical development plan for and regulatory communications relating to IMC002, see "Business — Our Product Pipeline — Anti-CLDN18.2 CAR-T (IMC002) — Our Core Product Candidate – Clinical Development Plan."

The following table sets forth the breakdown of [**REDACTED**] that will be used for clinical development of IMC002 by nature for the periods indicated.

Indication	Use of [REDACTED]	Expected [REDACTED] to be used			
		For the year ended December 31,			
		2027	2028	2029	2030
		(HK$ in million)			
IMC002 for 3L GC in China					
	clinical trials	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	materials and consumables	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	staff cost	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	others	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Sub-total		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
IMC002 for earlier-line GC in China					
	clinical trials	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	materials and consumables	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	staff cost	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	others	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Sub-total		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Indication	Use of [REDACTED]	Expected [REDACTED] to be used			
		For the year ended December 31,			
		2027	2028	2029	2030
		(HK$ in million)			
IMC002 for 1L PC in China					
	clinical trial expenses	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	materials and consumables	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	staff cost	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	others	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Sub-total		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

  - Approximately [**REDACTED**]% of the [**REDACTED**] will be used for the commercialization of IMC002, including: (i) funding promotion activities, such as academic conferences, medical information communications and collaborations with medical institutions, and (ii) paying sales and marketing expenses, such as staff costs and travelling expenses of our sales and marketing personnel. We intend to collaborate with an experienced CSO in China, especially those with commercialization experience for both CAR-T products and prescription drugs for GI cancer, to promote the commercialization of IMC002. In addition, we plan to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance.

- We intend to use approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development of our *in vivo* CAR-T platform and product candidates, including, but not limited to, IMV101, IMV102, IMV103 and IMV104. The [**REDACTED**] will be primarily used to fund the IND-enabling studies and IND applications, clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.

  As of the Latest Practicable Date, IMV101 and IMV102 had entered IITs. We have initiated the process of seeking regulatory approval for an IIT of IMV103 as a treatment for gastric cancer and pancreatic cancer, and we currently expect to submit an IND application relating to IMV103 to the NMPA in the first half of 2027, and to commence an IIT following the receipt of requisite regulatory approvals. We also plan to commence an IIT with respect to IMV104 following the receipt of requisite approvals. For further details on our clinical development plans for each of our *in vivo* product candidates, see "Business — Our Product Pipeline."

The following table sets forth the breakdown of [**REDACTED**] that will be used for our *in-vivo* products by nature for the periods indicated.

Candidate	Use of [REDACTED]	Expected [REDACTED] to be used			
		For the year ended December 31,			
		2027	2028	2029	2030
		(HK$ in million)			
***in vivo* CAR-T platform and product candidates**					
	clinical trials	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	materials and consumables	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	staff cost	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	others	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

- We intend to use approximately [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, to advance the development of our other product candidates, including, but not limited to, IMC001. The [**REDACTED**] will be primarily used to fund the clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.

  As of the Latest Practicable Date, IMC001 was under Phase I/IIa clinical trial. We are currently enrolling patients for a Phase I/IIa clinical trial of IMC001 as a treatment for advanced epithelial solid tumors in China under an IND application approved by the NMPA. We currently anticipate that, by the end of 2027, we will have identified the recommended Phase II dose of IMC001 and identified optimal tumor types/patient populations, and that we will initiate late-stage clinical trials for prioritized indications in 2028. For further details on the development progress and our clinical development plans for other product candidates, see "Business — Our Product Pipeline."

- We intend to use the remaining [**REDACTED**]% of the [**REDACTED**], or HK$[**REDACTED**] million, for working capital and general corporate purposes, including funding day-to-day operations, supporting liquidity needs, and other corporate expenditures.

In the event that the [**REDACTED**] is set at the [**REDACTED**] or [**REDACTED**] of the proposed [**REDACTED**] range and the [**REDACTED**] is not exercised, the [**REDACTED**] to be received by us will be increased or decreased by approximately HK$[**REDACTED**] million, respectively. To the extent our [**REDACTED**] are either more or less than expected, we will adjust our allocation of the [**REDACTED**] for the above purposes on a *pro rata* basis.

If the [**REDACTED**] is exercised in full, the [**REDACTED**] that we will receive will be approximately HK$[**REDACTED**] million. In such an event, we intend to apply the additional [**REDACTED**] to the above purposes in the proportion as stated above.

To the extent that the [**REDACTED**] from the [**REDACTED**] are not immediately required for the above purposes, the [**REDACTED**] will, to the extent permitted by relevant law and regulations, be temporarily placed in short-term interest-bearing accounts with licensed commercial banks and/or other authorized financial institutions.

We will issue an appropriate announcement if there is any material change to the above proposed use of [**REDACTED**].

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

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[**REDACTED**]

[REDACTED]

[REDACTED]

[REDACTED]

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

[To insert the firm's letterhead]

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF SHENZHEN IMMUNOFOCO BIOTECHNOLOGY CO., LTD. AND HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Shenzhen Immunofoco Biotechnology Co., Ltd. (the "Company") and its subsidiaries (together, the "Group") set out on pages I-3 to I-39, which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2024 and 2025 and the six months ended 30 June 2026 (the "Relevant Periods"), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2024 and 2025 and 30 June 2026 and material accounting policy information and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-3 to I-39 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [Date] (the "Document") in connection with the initial [**REDACTED**] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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.

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 ("HKICPA"). 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 Group and the Company as at 31 December 2024 and 2025 and 30 June 2026 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Review of interim comparative financial information

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months ended 30 June 2025 and other explanatory information (the "Interim Comparative Financial Information"). The directors of the Company are responsible for the preparation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* as issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, 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 [REDACTED] of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

[●]
Certified Public Accountants
Hong Kong
[Date]

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 Group 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 Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 December		Six months ended 30 June	
	Notes	**2024**	**2025**	**2025**	**2026**
		RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Other income and gains	*5*	3,360	4,019	1,746	6,632
Research and development costs		(54,440)	(77,941)	(25,552)	(82,203)
Administrative expenses		(18,753)	(39,802)	(10,588)	(33,096)
Other expenses		(250)	–	–	–
Finance costs	*7*	(1,229)	(1,048)	(691)	(235)
LOSS BEFORE TAX	*6*	(71,312)	(114,772)	(35,085)	(108,902)
Income tax expense	*10*	–	–	–	–
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD		(71,312)	(114,772)	(35,085)	(108,902)
Attributable to:					
Owners of the parent		(71,312)	(114,772)	(35,085)	(108,902)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT					
Basic and diluted (RMB)	*12*	(3.24)	(4.16)	(1.47)	(2.34)

* For details of the [**REDACTED**] investments, please refer to note 23 to the Historical Financial Information.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As at 31 December		As at 30 June
		2024	2025	2026
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Property, plant and equipment	*13*	19,967	22,498	29,348
Other intangible assets	*14*	–	–	353
Right-of-use assets	*15*	4,094	5,300	5,515
Prepayments, other receivables and other assets	*16*	12,993	19,692	24,109
Time deposits	*17*	–	10,107	10,221
Total non-current assets		37,054	57,597	69,546
CURRENT ASSETS				
Prepayments, other receivables and other assets	*16*	4,399	8,690	9,256
Cash and cash equivalents	*17*	52,464	238,203	401,854
Amounts due from a related party	*28*	222	–	–
Financial assets at fair value through profit or loss ("FVTPL")	*18*	63,183	195,270	70,307
Total current assets		120,268	442,163	481,417
CURRENT LIABILITIES				
Trade and other payables	*19*	20,134	37,506	38,321
Interest-bearing bank borrowings	*20*	44,942	13,510	–
Amounts due to a related party	*28*	–	–	10
Lease liabilities	*15*	1,463	2,528	3,297
Deferred income	*21*	–	52	52
Total current liabilities		66,539	53,596	41,680
NET CURRENT ASSETS		53,729	388,567	439,737
TOTAL ASSETS LESS CURRENT LIABILITIES		90,783	446,164	509,283
NON-CURRENT LIABILITIES				
Lease liabilities	*15*	3,164	3,253	2,614
Deferred income	*21*	280	359	333
Total non-current liabilities		3,444	3,612	2,947
Net assets		87,339	442,552	506,336
EQUITY				
Equity attributable to owners of the parent				
Paid-in capital	*23*	21,989	43,477	–
Share capital	*23*	-	-	47,481
Reserves	*25*	65,350	399,075	458,855
Total equity		87,339	442,552	506,336

* For details of the [**REDACTED**] investments, please refer to note 23 to the Historical Financial Information.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended 31 December 2024

	Attributable to owners of the parent				
	Paid-in capital	Capital reserve*	Share-based payment reserve*	Accumulated losses*	Total
	RMB'000 (note 23)	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000*
At 1 January 2024	21,989	328,303	4,086	(196,968)	157,410
Loss and total comprehensive loss for the year	–	–	–	(71,312)	(71,312)
Equity-settled share-based payments *(note 24)*	–	–	1,241	–	1,241
At 31 December 2024	21,989	328,303	5,327	(268,280)	87,339

Year ended 31 December 2025

	Attributable to owners of the parent				
	Paid-in capital	Capital reserve*	Share-based payment reserve*	Accumulated losses*	Total
	RMB'000 (note 23)	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000*
At 1 January 2025	21,989	328,303	5,327	(268,280)	87,339
Loss and total comprehensive loss for the year	–	–	–	(114,772)	(114,772)
Capital contributions from shareholders *(note 23)*	21,488	441,632	–	–	463,120
Equity-settled share-based payments *(note 24)*	–	–	6,865	–	6,865
Exercise of share rewards	–	5,254	(5,254)	–	–
At 31 December 2025	43,477	775,189	6,938	(383,052)	442,552

Six months ended 30 June 2025

	Attributable to owners of the parent				
	Paid-in capital	Capital reserve	Share-based payment reserve	Accumulated losses	Total
	RMB'000 (note 23)	*RMB'000 (note 25)*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2025	21,989	328,303	5,327	(268,280)	87,339
Loss and total comprehensive loss for the period (unaudited)	–	–	–	(35,085)	(35,085)
Capital contributions from shareholders (unaudited) *(note 23)*	3,536	96,464	–	–	100,000

	Attributable to owners of the parent				
	Paid-in capital	Capital reserve	Share-based payment reserve	Accumulated losses	Total
	RMB'000 (note 23)	*RMB'000 (note 25)*	*RMB'000*	*RMB'000*	*RMB'000*
Equity-settled share-based payments (unaudited) *(note 24)*	–	–	637	–	637
At 30 June 2025 (unaudited)	25,525	424,767	5,964	(303,365)	152,891

Six months ended 30 June 2026

	Attributable to owners of the parent						
	Paid-in capital	Share capital	Capital reserve*	Share premium*	Share-based payment reserve*	Accumulated losses*	Total
	RMB'000 (note 23)	*RMB'000 (note 23)*	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000 (note 25)*	*RMB'000*
At 1 January 2026	43,477	–	775,189	–	6,938	(383,052)	442,552
Loss and total comprehensive loss for the period	–	–	–	–	–	(108,902)	(108,902)
Conversion into a joint stock company	(43,477)	43,477	(775,189)	562,772	–	212,417	–
Issue of shares *(note 23)*	–	4,004	–	164,076	–	–	168,080
Equity-settled share-based payments *(note 24)*	–	–	–	–	4,606	–	4,606
Exercise of share rewards	–	–	–	5,254	(5,254)	–	–
At 30 June 2026	–	47,481	–	732,102	6,290	(279,537)	506,336

* These reserve accounts comprised the consolidated reserves of RMB65,350,000, RMB399,075,000 and RMB458,855,000 in the consolidated statements of financial position as at 31 December 2024 and 2025 and 30 June 2026, respectively.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes	Year ended 31 December		Six months ended 30 June	
		2024	2025	2025	2026
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax		(71,312)	(114,772)	(35,085)	(108,902)
Adjustments for:					
Finance costs	7	1,229	1,048	691	235
Interest income	5	(533)	(620)	(212)	(481)
Gain on lease termination, net	5	–	(320)	–	–
Gain on fair value changes of financial assets at FVTPL	5	(1,703)	(1,603)	(758)	(2,463)
Depreciation of property, plant and equipment	6	5,048	5,314	2,563	2,712
Depreciation of right-of-use assets	6	1,744	2,087	1,022	1,367
Amortisation of other intangible assets		–	–	–	17
Share-based payment expenses	6	1,241	6,865	637	4,606
(Increase)/decrease in prepayments, other receivables and other assets		(1,528)	(8,504)	344	(7,296)
Decrease in amounts due from a related party		–	222	–	–
Increase/(decrease) in deferred income		280	131	–	(26)
Increase/(decrease) in trade and other payables		5,426	11,513	(1,626)	8,214
Increase in amounts due to a related party		–	–	–	10
Cash used in operations		(60,108)	(98,639)	(32,424)	(102,007)
Interest received		533	513	212	367
Net cash flows used in operating activities		(59,575)	(98,126)	(32,212)	(101,640)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of items of property, plant and equipment		(2,025)	(9,156)	(144)	(7,835)
Purchases of items of other intangible assets		–	–	–	(370)
Purchases of time deposits with maturity over one year		–	(10,000)	–	–
Purchases of financial assets at FVTPL		(313,000)	(629,500)	(201,500)	(465,000)
Proceeds from financial assets at FVTPL		281,527	499,016	158,668	592,426
Net cash flows (used in)/from investing activities		(33,498)	(149,640)	(42,976)	119,221

	Note	Year ended 31 December		Six months ended 30 June	
		2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
CASH FLOWS FROM FINANCING ACTIVITIES					
Payments of lease liabilities		(1,563)	(2,078)	(839)	(1,570)
New interest-bearing bank borrowings		44,900	13,500	13,500	–
Repayment of interest-bearing bank borrowings		(20,000)	(44,900)	(37,900)	(13,500)
Interest on bank borrowings		(1,032)	(821)	(585)	(127)
Payment of [**REDACTED**] expenses		–	(436)	–	(2,000)
Capital contributions from shareholders		–	473,031	100,000	–
Issue of shares		–	–	–	175,000
Share issuance expenses paid		–	(4,791)	–	(11,733)
Net cash flows from financing activities		22,305	433,505	74,176	146,070
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(70,768)	185,739	(1,012)	163,651
Cash and cash equivalents at beginning of year/period		123,232	52,464	52,464	238,203
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD	*17*	52,464	238,203	51,452	401,854

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	Notes	As at 31 December		As at 30 June
		2024	2025	2026
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Property, plant and equipment	*13*	18,626	1,571	3,843
Right-of-use assets	*15*	–	356	471
Investments in subsidiaries	*1*	107,924	168,615	168,615
Prepayments, other receivables and other assets	*16*	11,145	13,461	15,530
Time deposits	*17*	–	10,107	10,221
Total non-current assets		137,695	194,110	198,680
CURRENT ASSETS				
Prepayments, other receivables and other assets	*16*	4,331	7,671	8,276
Cash and cash equivalents	*17*	46,211	207,148	201,476
Amounts due from related parties	*28*	2,722	35,500	250,500
Financial assets at FVTPL	*18*	63,183	185,233	70,307
Total current assets		116,447	435,552	530,559
CURRENT LIABILITIES				
Trade and other payables	*19*	14,342	26,111	24,920
Interest-bearing bank borrowings	*20*	44,942	13,510	–
Lease liabilities	*15*	–	148	256
Total current liabilities		59,284	39,769	25,176
NET CURRENT ASSETS		57,163	395,783	505,383
TOTAL ASSETS LESS CURRENT LIABILITIES		194,858	589,893	704,063
NON-CURRENT LIABILITIES				
Lease liabilities	*15*	–	172	187
Deferred income	*21*	280	–	–
Total non-current liabilities		280	172	187
Net assets		194,578	589,721	703,876
EQUITY				
Paid-in capital	*23*	21,989	43,477	–
Share capital	*23*	–	–	47,481
Reserves	*25*	172,589	546,244	656,395
Total equity		194,578	589,721	703,876

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Shenzhen Immunofoco Biotechnology Co., Ltd. (the "Company", formerly named Suzhou Immunofoco Biotechnology Co. Ltd.) was a limited liability company established in the People's Republic of China (the "PRC") on 16 July 2020. The registered address of the Company is Room 5H56A, Xinlikang Building, No. 3044 Xinghai Avenue, Nanshan Subdistrict, Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone, Shenzhen, PRC. On 22 January 2026, the Company was converted to a joint stock company with limited liability.

The Company is a clinical-stage biotechnology company focused on innovative drug discovery and development. The Company and its subsidiaries (the "Group") are principally engaged in the research and development in the PRC.

As at the date of this report, the Company's principal subsidiaries are as follows:

Name	Place and date of registration and place of operations	Nominal value of issued ordinary/ registered paid-in capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Shanghai Immunofoco Pharmaceutical Research Co., Ltd. 上海易慕峰醫藥研究有限公司* *(note a)* . . .	PRC/Chinese mainland 10 January 2022	Renminbi ("RMB") 3,000,000	100%	–	Biotechnology research and development, clinical development and medical research
Suzhou Immunofoco Biopharmaceutical Co., Ltd. 蘇州易慕峰生物製藥有限公司* *(note b)*	PRC/Chinese mainland 19 September 2025	RMB20,000,000	100%	–	Manufacturing

* The English names of these entities represent the best efforts made by the directors of the Company to translate their Chinese names, as they have not been registered with official English names.

a. The statutory financial statements of the entity for the years ended 31 December 2024 and 2025 prepared in accordance with Accounting Standards for Business Enterprises were audited by IPO (Shanghai) Certified Public Accountants LLP (上海德義致遠會計師事務所(普通合夥)), certified public accountants registered in the PRC.

b. The statutory financial statements of the entity for the period from the date of incorporation to 31 December 2025 prepared in accordance with Accounting Standards for Business Enterprises were audited by IPO (Shanghai) Certified Public Accountants LLP (上海德義致遠會計師事務所(普通合夥)), certified public accountants registered in the PRC.

The Company

The carrying amounts of the Company's investments in subsidiaries are as follows:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Investments, at cost	107,924	168,615	168,615

The Group assessed the impairment for investments in subsidiaries as at the end of each of the Relevant Periods and no impairment was provided for the investments in subsidiaries since no impairment indicators were identified.

2.1 BASIS OF PREPARATION

For ordinary shares issued to [**REDACTED**] Investors, pursuant to the supplemental agreements entered into between the Company and the [**REDACTED**] Investors in relation to the termination of redemption rights granted by the Company, which shall never have any legal effect as described in note 23 to the Historical Financial Information, having taken into account the legal and regulatory framework of the Company's jurisdiction and the governing law of the supplementary agreements, the directors considered that it is appropriate to present the [**REDACTED**] investments as equity throughout the Relevant Periods. For details of the financial impacts, see note 23 to the Historical Financial Information.

The Historical Financial Information have been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (the "IASB"). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2026, together with the relevant transitional provisions, have been consistently adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods and the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention, except for certain financial instruments which have been measured at fair value at the end of each of the Relevant Periods. The Historical Financial Information is presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The Historical Financial Information and Interim Comparative Financial Information include the financial statements of the Group for the reporting periods. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group 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 Group intends to apply these new and amended IFRS Accounting Standards, if applicable, when they become effective.

IFRS 18	*Presentation and Disclosure in Financial Statements*[1]
IFRS 19 and its amendments	*Subsidiaries without Public Accountability: Disclosures*[1]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to IAS 21	*Translation to a Hyperinflationary Presentation Currency*[1]
Amendments to IAS 28	*Amendments to the Fair Value Option for Investments in Associates and Joint Ventures*[1]
IFRS 20	Regulatory Assets and Regulatory Liabilities[2]

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

[2] Effective for annual/reporting periods beginning on or after 1 January 2029

[3] No mandatory effective date yet determined but available for adoption

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss and other comprehensive income, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss and other comprehensive income into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a

consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The new requirements are not expected to have any impact on the Group's results of operations and financial position but are expected to have impacts on the presentation of the statement of profit or loss and other comprehensive income and statement of cash flows and additional disclosure of the Group's financial statements.

Other than IFRS 18, so far, the Group considers that the new and amended IFRS Accounting Standards are unlikely to have a significant impact on the Group's results of operations and financial position.

2.3 MATERIAL ACCOUNTING POLICY INFORMATION

Fair value measurement

The Group measures certain financial instruments at fair value at the end of each of the reporting periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the reporting periods.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than 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 profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group 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 Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group 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 Group 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 Group or an entity related to the Group;

(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 group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Machinery	9.50% to 31.67%
Office equipment	19.00% to 31.67%
Leasehold improvements	Over the shorter of remaining lease terms and estimated useful lives

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the reporting period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

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 maybe 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.

Software

Acquired software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software. These software licences are stated at cost less any impairment losses and amortised over their estimated useful lives of 10 years.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Laboratories and office premises . . 2 to 3.42 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs.

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. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group'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, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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 Group 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.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

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 Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group 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 Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group 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 Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group 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 Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

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

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.

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as interest-bearing bank borrowings, or payables, as appropriate.

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

The Group's financial liabilities mainly include interest-bearing bank borrowings and trade and other payables.

Subsequent measurement

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

Financial liabilities at amortised cost (trade and other payables and interest-bearing bank borrowings)

After initial recognition, trade and other payables and interest-bearing bank borrowings 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.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above.

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 each of the reporting periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each of the reporting periods 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 goodwill or 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

- in respect of taxable temporary differences associated with investment in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the reporting periods 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 of the reporting periods 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 each of the reporting periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Other income

Interest income

Interest income is recognised on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Research and development service income

Research and development service is recognised at a point in time when the service is rendered and accepted by the customers.

Research and development service is not arising in the course of the Group's ordinary activities. It is presented in other income in the consolidated statements of profit or loss.

Share-based payments

The Company operates share incentive plans. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer, further details of which are given in note 24 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each of the reporting periods until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

Other employee benefits

Pension scheme

The employees of the Company and certain of its subsidiaries which operate in the Chinese mainland are required to participate in a central pension scheme operated by the local municipal government. The companies operating in the Chinese mainland are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

Foreign currencies

The Historical Financial Information is presented in RMB, which is the Company's functional currency. Each entity in the Group uses RMB as its functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective 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 each of the reporting periods. 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).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. 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.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Research and development costs

All research and development costs are charged to profit or loss as incurred. Costs incurred on each pipeline to develop new products are capitalised and deferred in accordance with the accounting policy for research and development costs in note 2.3 to the Historical Financial Information. Determining the amounts to be capitalised requires management to make judgements on the technical feasibility of existing pipelines to be successfully commercialised and bring economic benefits to the Group.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the reporting periods, 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.

Fair value measurement of share-based payments

Estimating the fair value of share-based payments requires the determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model and making assumptions about them.

For the measurement of the fair value of share-based payments with employees at the grant date, the Group uses a binomial model. The assumptions and model used for estimating fair value for share-based payments are disclosed in note 24 to the Historical Financial Information.

Accrual of research and development costs

The Group partially relies on contract research organisations, clinical site management operators and clinical trial centres (collectively referred to as "Outsourced Service Providers") to conduct, supervise, and monitor the Group's ongoing clinical trials. Determining the amounts of research and development expenses incurred up to the end of the reporting period requires the management of the Group to estimate and measure the progress of receiving research and development services.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than 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. When value in use calculations are undertaken, 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 profit or loss in the period in which it arises.

As of 31 December 2024 and 2025 and 30 June 2026, no indicators of impairment of non-financial assets of the Group were identified, given that (i) such assets of the Group were neither obsolete nor physically damaged, and (ii) the Group's operations and pipelines were making progress as planned and the losses incurred for the years ended 31 December 2024 and 2025 and the six months ended 30 June 2026 did not exceed the budgets for the same periods. The carrying amounts of non-financial assets are disclosed in notes 13, 14 and 15 to the Historical Financial Information.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

4. OPERATING SEGMENT INFORMATION

The Group is engaged in research and development of innovative cell therapies, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group's directors for purposes of resource allocation and performance assessment. Therefore, no further operating segment analysis thereof is presented.

Geographical information

Since all of the Group's non-current assets were located in the Chinese mainland, no geographical information in accordance with IFRS 8 *Operating Segments* is presented.

Information about major customers

No revenue was derived during the Relevant Periods and the six months ended 30 June 2025. Therefore, no information about major customers is presented.

5. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Other income				
Government grants*	797	843	635	3,688
Interest income	533	620	212	481
Others	327	633	141	–
Total other income	1,657	2,096	988	4,169
Gains				
Gains on fair value changes of financial assets at FVTPL	1,703	1,603	758	2,463
Gain on lease termination, net	–	320	–	–
Total gains	1,703	1,923	758	2,463
Total	3,360	4,019	1,746	6,632

* The government grants mainly represent subsidies received from local government authorities for the purpose of supporting the Company's or its subsidiaries' operating activities, or for the purpose of compensation for expenditure arising from research and development activities. There are no unfulfilled conditions or contingencies relating to these grants.

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

		Year ended 31 December		Six months ended 30 June	
	Notes	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Research and development costs*		54,440	77,941	25,552	82,203
Depreciation of property, plant and equipment*	*13*	5,048	5,314	2,563	2,712
Amortisation of other intangible assets*	*14*	–	–	–	17
Depreciation of right-of-use assets*	*15*	1,744	2,087	1,022	1,367
[**REDACTED**] expenses		–	7,201	–	10,608
Government grants	*5*	(797)	(843)	(635)	(3,688)

	Notes	Year ended 31 December		Six months ended 30 June	
		2024	2025	2025	2026
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Lease payments not included in the measurement of lease liabilities*	15(c)	170	296	111	102
Interest income	5	(533)	(620)	(212)	(481)
Gain on lease termination, net	5	–	(320)	–	–
Gain on fair value changes of financial assets at FVTPL	5	(1,703)	(1,603)	(758)	(2,463)
Employee benefit expense and social welfare (including directors', chief executive's and supervisors' remuneration *(note 8)*)*:					
Wages and salaries		31,050	37,906	13,287	30,873
Pension scheme contributions		2,403	2,285	958	1,985
Share-based payment expenses		1,241	6,865	637	4,606
Total		34,694	47,056	14,882	37,464

* Research and development costs include expenses relating to depreciation of property, plant and equipment, amortisation of other intangible assets, depreciation of right-of-use assets, lease payments not included in the measurement of lease liabilities and employee benefit expense, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.

7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Interest on bank borrowings	1,055	789	556	117
Interest on lease liabilities	174	259	135	118
Total	1,229	1,048	691	235

8. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' REMUNERATION

Directors', chief executive's and supervisors' remuneration for the Relevant Periods and the six months ended 30 June 2025, disclosed pursuant to the [**REDACTED**] Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Fees	–	–	–	–
Other emoluments:				
Salaries, allowances and benefits in kind	5,086	5,443	2,501	3,263
Performance-related bonus	1,110	5,147	955	2,201
Pension scheme contributions and social welfare	843	912	434	568
Share-based payment expenses	904	5,435	533	2,888
Subtotal	7,943	16,937	4,423	8,920
Total	7,943	16,937	4,423	8,920

(a) Directors and supervisors

	Salaries, allowances and benefits in kind	Performance-related bonus	Pension scheme contributions and social welfare	Share-based payment expenses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2024					
Chief executive and director:					
Dr. Sun Minmin *(note (i))*	1,104	414	167	271	1,956
Directors:					
Dr. Jiang Zhenggang *(note (ii))*	1,139	270	167	338	1,914
Dr. Hao Ruidong *(note (iii))*	758	183	167	238	1,346
Ms. Wang Suqiong *(note (iv))*	1,032	–	167	–	1,199
Mr. Zhou Qinhua *(note (v))*	47	17	8	12	84
Ms. Shi Chao *(note (vi))*	–	–	–	–	–
Mr. He Xiaopeng *(note (vii))*	–	–	–	–	–
Dr. Geng Xueli *(note (viii))*	–	–	–	–	–
Supervisor:					
Mr. Shen Qingshan *(note (ix))*	1,006	226	167	45	1,444
Total	5,086	1,110	843	904	7,943

	Salaries, allowances and benefits in kind	Performance-related bonus	Pension scheme contributions and social welfare	Share-based payment expenses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2025					
Chief executive and director:					
Dr. Sun Minmin *(note (i))*	1,221	1,364	168	2,309	5,062
Directors:					
Dr. Jiang Zhenggang *(note (ii))*	1,219	899	168	706	2,992
Dr. Hao Ruidong *(note (iii))*	828	704	168	1,060	2,760
Ms. Wang Huijuan *(note (x))*	436	365	122	413	1,336
Mr. Zhou Qinhua *(note (v))*	663	788	118	484	2,053
Ms. Shi Chao *(note (vi))*	–	–	–	–	–
Mr. He Xiaopeng *(note (vii))*	–	–	–	–	–
Dr. Geng Xueli *(note (viii))*	–	–	–	–	–
Ms. Li Xiaoyang *(note (x))*	–	–	–	–	–
Dr. Li Jiaxin *(note (xi))*	–	–	–	–	–
Supervisor:					
Mr. Shen Qingshan *(note (ix))*	1,076	1,027	168	463	2,734
Total	5,443	5,147	912	5,435	16,937

	Salaries, allowances and benefits in kind	Performance-related bonus	Pension scheme contributions and social welfare	Share-based payment expenses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2025 (unaudited)					
Chief executive and director:					
Dr. Sun Minmin *(note (i))*	579	250	84	134	1,047
Directors:					
Dr. Jiang Zhenggang *(note (ii))*	578	110	84	167	939
Dr. Hao Ruidong *(note (iii))*	380	141	84	118	723
Ms. Wang Huijuan *(note (x))*	139	72	41	22	274
Mr. Zhou Qinhua *(note (v))*	313	135	57	70	575
Ms. Shi Chao *(note (vi))*	–	–	–	–	–
Mr. He Xiaopeng *(note (vii))*	–	–	–	–	–
Dr. Geng Xueli *(note (viii))*	–	–	–	–	–
Ms. Li Xiaoyang *(note (x))*	–	–	–	–	–
Supervisor:					
Mr. Shen Qingshan *(note (ix))*	512	247	84	22	865
Total	2,501	955	434	533	4,423

	Salaries, allowances and benefits in kind	Performance-related bonus	Pension scheme contributions and social welfare	Share-based payment expenses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Six months ended 30 June 2026					
Chief executive and director:					
Dr. Sun Minmin *(note (i))*	730	550	84	1,192	2,556
Directors:					
Dr. Jiang Zhenggang *(note (ii))*	706	469	84	387	1,646
Dr. Hao Ruidong *(note (iii))*	462	304	84	556	1,406
Ms. Wang Huijuan *(note (x))*	296	223	81	281	881
Mr. Zhou Qinhua *(note (v))*	407	305	62	281	1,055
Mr. He Xiaopeng *(note (vii))*	–	–	–	–	–
Dr. Geng Xueli *(note (viii))*	–	–	–	–	–
Ms. Li Xiaoyang *(note (x))*	–	–	–	–	–
Dr. Li Jiaxin *(note (xi))*	–	–	–	–	–
Supervisors:					
Mr. Shen Qingshan *(note (ix))*	47	37	7	32	123
Ms. Liu Zhaoqing *(note (xii))*	334	194	77	106	711
Mr. Li Yantao *(note (xii))*	217	105	68	53	443
Ms. Li Jingmei *(note (xii))*	64	14	21	–	99
Total	3,263	2,201	568	2,888	8,920

Notes:

(i) Dr. Sun Minmin was appointed as a director of the Company on 29 September 2020. Ms. Sun Minmin was also the chief executive and the chairman of the Company and her remuneration disclosed above included the remuneration for the services rendered by her as the chief executive and chairman.

(ii) Dr. Jiang Zhenggang was appointed as a director of the Company on 2 December 2022.

(iii) Dr. Hao Ruidong was appointed as a director of the Company on 10 March 2022.

(iv) Ms. Wang Suqiong was appointed as a director of the Company on 1 December 2020 and resigned on 13 December 2024.

(v) Mr. Zhou Qinhua was appointed as a director of the Company on 13 December 2024.

(vi) Ms. Shi Chao was appointed as a director of the Company on 10 January 2021 and resigned on 4 November 2025.

(vii) Mr. He Xiaopeng was appointed as a director of the Company on 28 October 2021.

(viii) Dr. Geng Xueli was appointed as a director of the Company on 22 December 2022.

(ix) Mr. Shen Qingshan was appointed as a supervisor of the Company on 16 July 2020 and resigned on 16 January 2026.

(x) Ms. Wang Huijuan and Ms. Li Xiaoyang were appointed as directors of the Company on 25 March 2025.

(xi) Dr. Li Jiaxin was appointed as a director of the Company on 4 November 2025.

(xii) Ms. Liu Zhaoqing, Mr. Li Yantao and Ms. Li Jingmei were appointed as supervisors of the Company on 16 January 2026.

There was no arrangement under which a director, a chief executive or a supervisor waived or agreed to waive any remuneration during the Relevant Periods and the six months ended 30 June 2025.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years ended 31 December 2024 and 2025, the six months ended 30 June 2026 and the six months ended 30 June 2025 included four, five, three and five of the directors, chief executive and supervisors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining one, nil, two and nil highest paid employees who are neither a director and nor a chief executive of the Company for the years ended 31 December 2024 and 2025, the six months ended 30 June 2026 and the six months ended 30 June 2025, respectively, are as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Salaries, bonuses and allowances	1,042	–	–	1,251
Performance-related bonus	–	–	–	641
Pension scheme contributions and social welfare	161	–	–	77
Share-based payment expenses	–	–	–	373
Total	1,203	–	–	2,342

The number of non-director, non-supervisor and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
			(unaudited)	
HKD1,000,001 to HKD1,500,000	1	–	–	2
Total	1	–	–	2

During the Relevant Periods and the six months ended 30 June 2025, no highest paid employees waived or agreed to waive any remuneration and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

10. INCOME TAX

Chinese mainland

Pursuant to the Corporate Income Tax Law of the People's Republic of China and the respective regulations (the "CIT Law"), the Company is subject to CIT at a rate of 25% on the taxable income during the Relevant Periods and the six months ended 30 June 2025.

Pursuant to Caishui [2023] No. 12 "Announcement of the Ministry of Finance and the State Taxation Administration on Relevant Tax and Fee Policies with respect to Further Supporting the Development of Small and Micro Enterprises and Individual Businesses" (財政部稅務總局關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告), certain subsidiaries of the Company in the Chinese mainland, whose annual taxable income with an amount less than RMB3,000,000 will be included in the actual taxable income at 25% based on which the enterprise income tax payable will be calculated at the reduced tax rate of 20%. This policy has taken effect from 1 January 2023 and will expire on 31 December 2027.

Pursuant to the relevant CIT Law, the Company and its certain subsidiaries enjoyed a super deduction of 200% on qualified research and development costs so incurred as tax deductible expenses when determining the assessable profits for the Relevant Periods and the six months ended 30 June 2025.

The income tax expense of the Group for the Relevant Periods and the six months ended 30 June 2025 is analysed as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Current income tax	–	–	–	–
Deferred income tax	–	–	–	–
Total	–	–	–	–

A reconciliation of the tax expense applicable to loss before tax at the statutory rates for the jurisdictions in which the Company and its major subsidiaries are domiciled and/or operate to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the tax position, are as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Loss before tax	(71,312)	(114,772)	(35,085)	(108,902)
Tax at the statutory tax rate (25%)	(17,828)	(28,693)	(8,771)	(27,226)
Expenses not deductible for tax purposes	516	1,916	221	1,357
Tax losses and temporary differences not recognised	28,277	43,077	14,883	44,716
Additional deductible allowance for qualified research and development costs	(10,965)	(16,300)	(6,333)	(18,847)
Tax position	–	–	–	–

11. DIVIDENDS

No dividend was paid or declared by the Company during the Relevant Periods and the six months ended 30 June 2025.

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

On 22 January 2026, the Company was converted to a joint stock limited liability company. A total of 43,476,873 shares of par value of RMB1.00 each were issued and allotted to the respective shareholders of the Company according to the paid-in capital registered under these shareholders on that day. The conversion of paid-in capital to share capital with par value of RMB1.00 each was applied retrospectively for the Relevant Periods and the six months ended 30 June 2025 for the purpose of computation of basic loss per share.

The calculation of the basic loss per share amounts is based on the loss attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares outstanding during the Relevant Periods and the six months ended 30 June 2025.

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods and the six months ended 30 June 2025.

The calculations of basic and diluted loss per share are based on:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
			(unaudited)	
Loss				
Loss attributable to ordinary equity holders of the parent (RMB'000)	(71,312)	(114,772)	(35,085)	(108,902)
Ordinary shares				
Weighted average number of ordinary shares in issue during the year/period used in the basic and diluted loss per share calculation	21,988,658	27,583,942	23,863,221	46,627,915

For details of the [**REDACTED**] investments, please refer to note 23 to the Historical Financial Information.

13. PROPERTY, PLANT AND EQUIPMENT

The Group

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024					
At 1 January 2024:					
Cost	20,403	458	9,660	–	30,521
Accumulated depreciation	(4,473)	(180)	(2,878)	–	(7,531)

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Net carrying amount	15,930	278	6,782	–	22,990
At 1 January 2024, net of accumulated depreciation	15,930	278	6,782	–	22,990
Additions	1,076	9	727	213	2,025
Depreciation provided during the year	(2,864)	(84)	(2,100)	–	(5,048)
At 31 December 2024, net of accumulated depreciation	14,142	203	5,409	213	19,967
At 31 December 2024:					
Cost	21,479	467	10,387	213	32,546
Accumulated depreciation	(7,337)	(264)	(4,978)	–	(12,579)
Net carrying amount	14,142	203	5,409	213	19,967

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025					
At 1 January 2025:					
Cost	21,479	467	10,387	213	32,546
Accumulated depreciation	(7,337)	(264)	(4,978)	–	(12,579)
Net carrying amount	14,142	203	5,409	213	19,967
At 1 January 2025, net of accumulated depreciation	14,142	203	5,409	213	19,967
Transfers	53	–	912	(965)	–
Additions	3,462	252	757	3,374	7,845
Depreciation provided during the year	(2,554)	(68)	(2,692)	–	(5,314)
At 31 December 2025, net of accumulated depreciation	15,103	387	4,386	2,622	22,498
At 31 December 2025:					
Cost	24,994	719	12,056	2,622	40,391
Accumulated depreciation	(9,891)	(332)	(7,670)	–	(17,893)
Net carrying amount	15,103	387	4,386	2,622	22,498

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
30 June 2026					
At 1 January 2026:					
Cost	24,994	719	12,056	2,622	40,391
Accumulated depreciation	(9,891)	(332)	(7,670)	–	(17,893)
Net carrying amount	15,103	387	4,386	2,622	22,498
At 1 January 2026, net of accumulated depreciation	15,103	387	4,386	2,622	22,498
Transfers	–	–	4,567	(4,567)	–
Additions	4,108	241	651	4,562	9,562
Depreciation provided during the period	(966)	(50)	(1,696)	–	(2,712)
At 30 June 2026, net of accumulated depreciation	18,245	578	7,908	2,617	29,348
At 30 June 2026:					
Cost	29,102	960	17,274	2,617	49,953
Accumulated depreciation	(10,857)	(382)	(9,366)	–	(20,605)
Net carrying amount	18,245	578	7,908	2,617	29,348

The Company

	Machinery	Office equipment	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024				
At 1 January 2024:				
Cost	20,242	458	9,660	30,360
Accumulated depreciation	(4,464)	(180)	(2,878)	(7,522)
Net carrying amount	15,778	278	6,782	22,838
At 1 January 2024, net of accumulated depreciation	15,778	278	6,782	22,838
Additions	194	9	548	751
Depreciation provided during the year	(2,833)	(84)	(2,046)	(4,963)
At 31 December 2024, net of accumulated depreciation	13,139	203	5,284	18,626
At 31 December 2024:				
Cost	20,436	467	10,208	31,111
Accumulated depreciation	(7,297)	(264)	(4,924)	(12,485)
Net carrying amount	13,139	203	5,284	18,626

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2025					
At 1 January 2025:					
Cost	20,436	467	10,208	–	31,111
Accumulated depreciation	(7,297)	(264)	(4,924)	–	(12,485)
Net carrying amount	13,139	203	5,284	–	18,626
At 1 January 2025, net of accumulated depreciation	13,139	203	5,284	–	18,626
Additions	3,366	134	759	1,139	5,398
Depreciation provided during the year	(2,296)	(62)	(2,187)	–	(4,545)
Disposals	(12,752)	(270)	(3,856)	(1,030)	(17,908)
At 31 December 2025, net of accumulated depreciation	1,457	5	–	109	1,571
At 31 December 2025:					
Cost	1,478	5	549	109	2,141
Accumulated depreciation	(21)	–	(549)	–	(570)
Net carrying amount	1,457	5	–	109	1,571

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
30 June 2026					
At 1 January 2026:					
Cost	1,478	5	549	109	2,141
Accumulated depreciation	(21)	–	(549)	–	(570)
Net carrying amount	1,457	5	–	109	1,571
At 1 January 2026, net of accumulated depreciation	1,457	5	–	109	1,571
Additions	1,759	216	–	396	2,371
Depreciation provided during the period	(87)	(12)	–	–	(99)
At 30 June 2026, net of accumulated depreciation	3,129	209	–	505	3,843

	Machinery	Office equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 30 June 2026:					
Cost	3,236	221	549	505	4,511
Accumulated depreciation	(107)	(12)	(549)	–	(668)
Net carrying amount	3,129	209	–	505	3,843

14. OTHER INTANGIBLE ASSETS

The Group

	Software
	RMB'000
As at 1 January 2024, 31 December 2024, 1 January 2025, 31 December 2025 and 1 January 2026	–
Additions	370
Amortisation provided during the period	(17)
As at 30 June 2026	353

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of office premises used in its operations. Leases of laboratories and office premises generally have lease terms between 2 and 3.42 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the Relevant Periods are as follows:

	Laboratories and office premises
	RMB'000
As at 1 January 2024	4,336
Additions	1,502
Depreciation charge	(1,744)
As at 31 December 2024	4,094
As at 31 December 2024 and 1 January 2025	4,094
Additions	5,244
Termination	(1,951)
Depreciation charge	(2,087)
As at 31 December 2025	5,300
As at 31 December 2025 and 1 January 2026	5,300
Additions	1,582
Depreciation charge	(1,367)
As at 30 June 2026	5,515

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Carrying amount at 1 January	4,514	4,627	5,781
Additions	1,502	5,244	1,582
Termination	–	(2,271)	–

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Accretion of interest recognised during the year/period	174	259	118
Payments	(1,563)	(2,078)	(1,570)
Carrying amount at the end of the year/period	4,627	5,781	5,911
Analysed into:			
Current portion	1,463	2,528	3,297
Non-current portion	3,164	3,253	2,614

The maturity analysis of lease liabilities is disclosed in note 31 to the Historical Financial Information.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Interest on lease liabilities	174	259	135	118
Depreciation charge of right-of-use assets	1,744	2,087	1,022	1,367
Expenses relating to short-term leases	170	289	111	102
Expenses relating to low-value leases	–	7	–	–
Gain on lease termination, net	–	(320)	–	–
Total amount recognised in profit or loss	2,088	2,322	1,268	1,587

(d) The total cash outflows for leases are disclosed in note 26(c) to the Historical Financial Information.

The Company as a lessee

The Company has lease contracts for various items of office premises used in its operations. Leases of laboratories and office premises generally have lease terms of 2-3 years. Generally, the Company is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Company's right-of-use assets and the movements during the Relevant Periods are as follows:

	Laboratories and office premises
	RMB'000
As at 1 January 2024, 31 December 2024 and 1 January 2025	–
Additions	2,973
Termination	(1,951)
Depreciation charge	(666)
As at 31 December 2025 and 1 January 2026	356
Additions	245
Depreciation charge	(130)
As at 30 June 2026	471

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Carrying amount at 1 January	–	–	320
Additions	–	2,973	245
Termination	–	(2,271)	–
Accretion of interest recognised during the year/period	–	66	8
Payments	–	(448)	(130)
Carrying amount at the end of the year/period	–	320	443
Analysed into:			
Current portion	–	148	256
Non-current portion	–	172	187

16. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Non-current:			
Value-added tax recoverable	12,017	16,747	22,772
Rental deposits and other deposits	976	628	1,337
Prepayments for property, plant and equipment	–	2,317	–
Total	12,993	19,692	24,109
Current:			
Prepayments	4,192	5,669	5,778
Other receivables	207	1,283	816
Rental deposits	–	467	15
Deferred [**REDACTED**] expenses	–	1,271	2,647
Total	4,399	8,690	9,256

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Non-current:			
Value-added tax recoverable	10,211	11,728	15,172
Rental deposits	934	81	358
Prepayments for property, plant and equipment	–	1,652	–
Total	11,145	13,461	15,530
Current:			
Prepayments	4,192	5,429	5,143
Other receivables	139	512	471
Rental deposits	–	459	15
Deferred [**REDACTED**] expenses	–	1,271	2,647
Total	4,331	7,671	8,276

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at the end of each of the Relevant Periods, the loss allowance was assessed to be minimal.

17. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	52,464	238,203	401,854
Time deposits	–	10,107	10,221
Subtotal	52,464	248,310	412,075
Less:			
Time deposits with maturity over one year* – non-current	–	10,107	10,221
Cash and cash equivalents	52,464	238,203	401,854
Denominated in:			
RMB	52,464	238,203	401,853
HKD	–	–	1

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	46,211	207,148	201,476
Time deposits	–	10,107	10,221
Subtotal	46,211	217,255	211,697
Less:			
Time deposits with maturity over one year* – non-current	–	10,107	10,221
Cash and cash equivalents	46,211	207,148	201,476
Denominated in:			
RMB	46,211	207,148	201,476

* Time deposits earn interest at the time deposit rates. The time deposits are deposited with creditworthy banks with no recent history of default.

The RMB is not freely convertible into other currencies, however, under the Chinese mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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.

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Structured deposits	63,183	195,270	70,307

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Structured deposits	63,183	185,233	70,307

As at the end of each of the Relevant Periods, the financial assets at fair value through profit or loss above were structured deposits issued by commercial banks in the Chinese mainland, with expected return rates ranging from 1.20% to 2.50% per annum. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

19. TRADE AND OTHER PAYABLES

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Trade payables	2,489	1,731	2,583
Accrued research and development costs	6,797	9,985	19,136
Payroll and welfare payables	5,331	9,925	11,449
Accrued [**REDACTED**] expenses	–	6,695	1,521
Accrued share issuance expenses	–	5,120	307
Other payables	5,517	3,950	3,325
Other tax payables	–	100	–
Total	20,134	37,506	38,321

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Trade payables	2,049	851	632
Accrued research and development costs	6,034	9,128	18,564
Payroll and welfare payables	1,319	602	729
Accrued [**REDACTED**] expenses	–	6,695	1,521
Accrued share issuance expenses	–	5,120	307
Other payables	4,940	3,715	3,167
Total	14,342	26,111	24,920

Other payables are unsecured, non-interest-bearing and are normally settled on terms of 30 to 60 days. The carrying amounts of financial liabilities included in trade and other payables as at the end of each of the Relevant Periods approximated to their fair values due to their short-term maturities.

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

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Within 1 year	2,488	1,730	2,582
Over 1 year	1	1	1
Total	2,489	1,731	2,583

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Within 1 year	2,048	850	631
Over 1 year	1	1	1
Total	2,049	851	632

Trade payables are non-interest-bearing and are normally settled on terms of 30 to 120 days.

20. INTEREST-BEARING BANK BORROWINGS

The Group and the Company

	As at 31 December 2024			As at 31 December 2025			As at 30 June 2026		
	Effective interest rate	Maturity	RMB'000	Effective interest rate	Maturity	RMB'000	Effective interest rate	Maturity	RMB'000
	(%)			(%)			(%)		
Current									
Bank loans – unsecured	3.00–3.60	2025	44,942	2.60–3.00	2026	13,510	–	–	–
			44,942			13,510			–

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Analysed into:			
Bank loans repayable:			
Within one year	44,942	13,510	–

As at the end of each of the Relevant Periods, all borrowings were denominated in RMB.

21. DEFERRED INCOME

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Income-related government grants*	280	411	385
Analysed into:			
Current portion	–	52	52
Non-current portion	280	359	333

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Income-related government grants*	280	–	–
Analysed into:			
Current portion	–	–	–
Non-current portion	280	–	–

* The Group's deferred income mainly represented government grants related to research and development projects which have not met the acceptance conditions. The grants related to projects released to profit or loss when the Group meets the acceptance conditions agreed upon by the government.

22. DEFERRED TAX

The movements in deferred tax liabilities and assets during the Relevant Periods are as follows:

Deferred tax liabilities

	Right-of-use assets
	RMB'000
At 1 January 2024	1,084
Deferred tax credited to profit or loss during the year	(61)

	Right-of-use assets
	RMB'000
At 31 December 2024 and 1 January 2025	1,023
Deferred tax charged to profit or loss during the year	302
At 31 December 2025 and 1 January 2026	1,325
Deferred tax charged to profit or loss during the period	54
At 30 June 2026	1,379

Deferred tax assets

	Lease liabilities
	RMB'000
At 1 January 2024	1,084
Deferred tax charged to profit or loss during the year	(61)
At 31 December 2024 and 1 January 2025	1,023
Deferred tax credited to profit or loss during the year	302
At 31 December 2025 and 1 January 2026	1,325
Deferred tax credited to profit or loss during the period	54
At 30 June 2026	1,379

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Net deferred tax assets recognised in the consolidated statement of financial position	–	–	–
Net deferred tax liabilities recognised in the consolidated statement of financial position	–	–	–

The Group had accumulated tax losses of RMB409,537,000, RMB573,989,000 and RMB752,945,000 as at 31 December 2024 and 2025 and 30 June 2026, respectively, which would expire within one to five years for offsetting against future taxable profits of the companies in which the losses arose.

The Group had unrecognised deductible temporary differences of RMB8,004,000, RMB12,630,000 and RMB12,539,000 as at 31 December 2024 and 2025 and 30 June 2026, respectively.

Deferred tax assets have not been recognised in respect of these losses and temporary differences as they have arisen in the Company and its subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits in the foreseeable future will be available against which the tax losses can be utilised.

23. PAID-IN CAPITAL/SHARE CAPITAL

The Group and the Company

A summary of movements in the Company's paid-in capital/share capital during the Relevant Periods is as follows:

	Paid-in capital/ Share capital
	RMB'000
At 1 January 2024, 31 December 2024 and 1 January 2025	21,989
Capital contributions from shareholders	21,488
As at 31 December 2025 and 1 January 2026	43,477
Issue of shares	4,004
As at 30 June 2026	47,481

Pursuant to the shareholders' agreements entered into on 10 January 2021, 31 March 2021, 28 October 2021, 8 March 2022, 9 December 2022, 22 December 2022, 20 January 2023 and 30 August 2023, the Company respectively issued 2,500,000, 2,103,956, 4,369,559, 858,484, 1,038,105, 3,579,674, 1,252,886 and 1,789,837 registered capital to shareholders for a total net cash proceeds of approximately RMB342,820,000.

Pursuant to the shareholders' agreements entered into on 25 March 2025, 1 September 2025 and 4 November 2025, the Company issued 3,536,546, 3,041,429 and 7,545,573 registered capital to shareholders for total cash proceeds of RMB100,000,000, RMB86,000,000 and RMB273,000,000, respectively, among which a total amount of RMB14,124,000 was credited to the Company's paid-in capital and the remaining RMB444,876,000 was credited to capital reserve.

In October 2025 and November 2025, the Company received cash proceeds of RMB14,031,000 in total from the then existing shareholders and the number of the registered capital of the Company increased by 7,364,667.

Pursuant to the shareholders' agreements entered into on 6 February 2026, the Company issued 4,004,449 shares to shareholders for total cash proceeds of RMB175,000,000, among which a total amount of RMB4,004,000 was credited to the Company's share capital and the remaining RMB170,996,000 was credited to share premium.

Pursuant to the shareholders' agreements as disclosed above (collectively, the "Agreements"), the shareholders related to the Agreements (collectively, the "[**REDACTED**] Investors") were granted by the Company with special rights ("Special Rights") which primarily included the redemption rights, anti-dilution rights and liquidation rights.

There was no exercise of Special Rights granted by the Company throughout the Relevant Periods.

On 10 February 2026, the Company and the [**REDACTED**] Investors subsequently entered into supplemental agreements, agreeing that the redemption rights granted by the Company to the [**REDACTED**] Investors shall be irrecoverably terminated on the day before the first submission of the application for an initial public offering to the Stock Exchange and shall never have had any legal effect. Taking into account the legal and regulatory framework of the Company's jurisdiction and the governing law of the supplemental agreements, the directors considered that it is appropriate to present the [**REDACTED**] investments as equity throughout the Relevant Periods.

Had the redemption rights granted by the Company to the [**REDACTED**] Investors been accounted for as financial liabilities measured at present value of the redemption amount prior to entering into the supplemental agreements, (i) the redemption financial liabilities, total current liabilities, net current (liabilities)/assets and net (liabilities)/assets would have been:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Redemption financial liabilities	422,758	958,558	–
Total current liabilities	489,297	1,012,154	41,680
Net current (liabilities)/assets	(369,029)	(569,991)	439,737
Net (liabilities)/assets	(335,419)	(516,006)	506,336

and (ii) the finance costs associated with the redemption financial liabilities, the net loss for the year/period and basic and diluted loss per share would have been:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Finance costs associated with the redemption financial liabilities	(25,682)	(76,800)	(8,472)	(15,735)
Total net loss	(96,994)	(191,572)	(43,557)	(124,637)
Basic and diluted loss per share (RMB)	(4.41)	(6.95)	(1.83)	(2.67)

Pursuant to the shareholders' resolutions dated 15 January 2026, the then existing shareholders of the Company approved the conversion of the Company into a joint stock company with limited liability with 43,476,873 shares in a nominal value of RMB1.00 each. The net assets of the Company as of 30 November 2025 were converted to 43,476,873 ordinary shares at RMB1.00 each and issued to the then shareholders of the Company in proportion to their capital contributions to the Company. The remaining amount was converted into share premium. Upon completion of the registration on 22 January 2026, the Company was converted into a joint stock company with limited liability.

24. SHARE-BASED PAYMENTS

[REDACTED] Share Option Schemes

Pursuant to the resolutions passed on 18 January 2021 and 29 August 2022 respectively, the Company adopted share option incentive plans (the "2021 [**REDACTED**] Share Option Scheme" and the "2022 [**REDACTED**] Share Option Scheme", collectively the "[**REDACTED**] Share Option Schemes") for the purpose of attracting and retaining outstanding talents who contribute to the development of the Group. Eligible participants of the [**REDACTED**] Share Option Schemes include certain directors of the Company, employees and a consultant of the Group. The Company may grant up to 500,000 share options and 1,666,667 share options of the Company under the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme, respectively. The Group accounts for the [**REDACTED**] Share Option Schemes as equity-settled share-based payments.

Details of specific categories of options are as follows:

Date of grant	Number of options granted	Exercise price per share
13 December 2021	100,000	2.00
27 December 2021	200,000	2.00
26 January 2022	10,000	2.00
1 September 2022	545,000	5.00
1 October 2022	60,000	5.00
4 January 2023	5,000	5.00
8 February 2023	50,000	5.00
9 February 2023	320,000	5.00
28 February 2023	50,000	5.00
1 September 2025	636,667	5.00

Subject to the terms and conditions as set out in the [**REDACTED**] Share Option Schemes, options are vested in the portions of 30%, 30% and 40% on the dates of the milestone events respectively:

Milestone event 1 – the approval of the first Investigational New Drug ("IND") project, which was achieved in 2023

Milestone event 2 – the earlier of i) the third anniversary of the approval of the first IND project, and ii) the filing of the first New Drug Application ("NDA") project

Milestone event 3 – the approval of the first NDA project

Pursuant to the resolution passed on 20 November 2025, the remaining 70% of options were vested without the achievement of milestone events, and were converted to restricted shares. As the total fair value of the modified equity instruments was lower than that of the original equity instruments as estimated as at the date of the modification, such non-beneficial modification was accounted for in accordance with the accounting policy as disclosed in note 2.3.

The following share options were outstanding under the [**REDACTED**] Share Option Schemes during the Relevant Periods:

	Weighted average exercise price	Number of options
	RMB per share	*RMB'000*
At 1 January 2024, 31 December 2024 and 1 January 2025	4.31	1,340,000
Granted during the year	5.00	636,667
Exercised during the year	4.53	(593,000)
Vested share options converted to restricted shares	4.53	(1,383,667)
As at 31 December 2025, 1 January 2026 and 30 June 2026		–

The fair values of the share options granted during the years ended 31 December 2024 and 2025 and the six months ended 30 June 2026 were nil, RMB9,917,000 and nil, respectively.

The fair values of the options as at the grant dates were determined by using a binomial model, taking into account the terms and conditions upon which the options were granted. Major inputs used for the determination of the fair values of the options granted are as follows:

	At grant dates
Expected volatility (%)	79.00-84.00
Risk-free interest rate (%)	1.43-2.81
Dividend yield	–

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

[REDACTED] Equity Incentive Scheme

Pursuant to the resolution passed on 20 November 2025, the Company adopted a share incentive plan (the "[**REDACTED**] Equity Incentive Scheme") for the purpose of attracting and retaining talents who contribute to the development of the Group. Eligible participants of the [**REDACTED**] Equity Incentive Scheme include certain directors of the Company, employees and a consultant of the Group. Under the share incentive scheme, a total number of 833,334 restricted shares were granted to the eligible participants in the form of the limited partnership interests in Shanghai Yizhong Biotechnology Partnership (Limited Partnership), which was set up as an Employee Incentive Platform in the PRC.

Subject to the terms and conditions as set out in the [**REDACTED**] Equity Incentive Scheme, the shares are vested in the portions of 30%, 30% and 40% on the dates of the milestone events, respectively, as follows:

Milestone event 1 – the earlier of i) the commencement of the Company's trading on the Stock Exchange, and ii) the filing of the first NDA project

Milestone event 2 – the approval of the first NDA project

Milestone event 3 – the fulfilment by the grantee of the three-year service period from the date on which the first milestone is achieved

The fair value of services received in return for shares granted to directors and employees was measured by reference to the fair value of the shares granted less the subscription price. The shares granted to a consultant was measured by reference to the fair value of the services received. Details of the granted shares are as follows:

Date of grant	Number of restricted shares	Subscription price	Fair value of restricted shares
		RMB per share	*RMB per share*
20 November 2025	833,334	6.00	14.23

The following restricted shares were outstanding under the [**REDACTED**] Equity Incentive Scheme during the Relevant Periods:

	Number of restricted shares
As at 1 January 2025	–
Granted during the year	833,334
As at 31 December 2025, 1 January 2026 and 30 June 2026	833,334

During the years ended 31 December 2024 and 2025, the six months ended 30 June 2026 and the six months ended 30 June 2025, share-based payment expenses of RMB1,241,000, RMB6,865,000, RMB4,606,000 and RMB637,000 were charged to profit or loss, respectively.

25. RESERVES

The Group

The amounts of the Group's reserves and the movements therein for the Relevant Periods and the six months ended 30 June 2025 are presented in the consolidated statements of changes in equity.

(a) Capital reserve/share premium

The capital reserve/share premium represents: (i) the difference between the par value of the shares issued and the consideration received; and (ii) the transfer of share-based payment reserve to capital reserve/share premium resulting from the exercise of the share options.

(b) Share-based payment reserve

The share-based payment reserve represents the equity-settled share awards as set out in note 24 to the Historical Financial Information.

The Company

	Capital reserve	Share premium	Share-based payment reserve	Accumulated losses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2024	328,303	–	4,086	(121,319)	211,070
Loss and total comprehensive loss for the year	–	–	–	(39,722)	(39,722)
Equity-settled share-based payments	–	–	1,241	–	1,241
At 31 December 2024 and 1 January 2025	328,303	–	5,327	(161,041)	172,589

	Capital reserve	Share premium	Share-based payment reserve	Accumulated losses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Loss and total comprehensive loss for the year	–	–	–	(74,783)	(74,783)
Capital contributions from shareholders	441,632	–	–	–	441,632
Equity-settled share-based payments	–	–	6,806	–	6,806
Exercise of share rewards	5,254	–	(5,254)	–	–
At 31 December 2025 and 1 January 2026	775,189	–	6,879	(235,824)	546,244
Loss and total comprehensive loss for the period	–	–	–	(58,280)	(58,280)
Issue of shares	–	164,076	–	–	164,076
Conversion into a joint stock company	(775,189)	562,772	–	212,417	–
Equity-settled share-based payments	–	–	4,355	–	4,355
Exercise of share rewards	–	5,254	(5,254)	–	–
At 30 June 2026	–	732,102	5,980	(81,687)	656,395

26. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the years ended 31 December 2024 and 2025 and the six months ended 30 June 2026, the Group had non-cash additions to lease liabilities of RMB1,502,000, RMB5,244,000 and RMB1,582,000, respectively, in respect of lease arrangements for laboratories and office premises.

(b) Changes in liabilities arising from financing activities

	Lease liabilities	Interest-bearing bank borrowings	Accrued [REDACTED] expenses included in trade and other payables	Accrued share issuance expenses included in trade and other payables
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2024	4,514	20,019	–	–
Changes in financing cash flows	(1,563)	23,868	–	–
Additions	1,502	–	–	–
Accretion of interest	174	1,055	–	–
At 31 December 2024 and 1 January 2025	4,627	44,942	–	–
Changes in financing cash flows	(2,078)	(32,221)	(267)	(4,791)
Changes in operating cash flows	–	–	(1,510)	–
Additions	5,244	–	–	9,911
Termination	(2,271)	–	–	–
Accretion of interest	259	789	–	–
Increase in deferred [**REDACTED**] expenses	–	–	1,271	–
[**REDACTED**] expenses included in administrative expenses	–	–	7,201	–
At 31 December 2025 and 1 January 2026	5,781	13,510	6,695	5,120
Changes in financing cash flows	(1,570)	(13,627)	(1,996)	(11,733)
Changes in operating cash flows	–	–	(14,038)	–
Additions	1,582	–	–	6,920
Accretion of interest	118	117	–	–
Increase in deferred [**REDACTED**] expenses	–	–	1,208	–
[**REDACTED**] expenses included in administrative expenses	–	–	9,652	–
At 30 June 2026	5,911	–	1,521	307

(c) Total cash outflows for leases

The total cash outflows for leases included in the consolidated statements of cash flows are as follows:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Within operating activities	170	296	111	102
Within financing activities	1,563	2,078	839	1,570
Total	1,733	2,374	950	1,672

27. COMMITMENTS

The Group had the following contractual commitments as at the end of each of the Relevant Periods:

	Year ended 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Contracted, but not provided for:			
Purchase of items of property, plant and equipment	–	565	720

28. RELATED PARTY TRANSACTIONS

Name and relationship of a related party

Name of related party	Relationship
Dr. Sun Minmin	Controlling shareholder, director and chief executive of the Company

(a) Outstanding balances with related parties:

The Group

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Non-trade			
Amounts due from Dr. Sun Minmin	222	–	–
Amounts due to Dr. Sun Minmin	–	–	10

The Company

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Non-trade			
Amounts due from Dr. Sun Minmin	222	–	–
Amounts due from subsidiaries	2,500	35,500	250,500
Total	2,722	35,500	250,500

(b) Compensation of key management personnel of the Group:

	Year ended 31 December		Six months ended 30 June	
	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Salaries, allowances and benefits in kind	5,086	5,443	2,501	3,263
Performance-related bonus	1,110	5,147	955	2,201
Pension scheme contributions and social welfare	843	912	434	568
Share-based payment expenses	904	5,435	533	2,888
Total	7,943	16,937	4,423	8,920

Further details of directors', chief executive's and supervisors' emoluments are included in note 8 to the Historical Financial Information.

29. 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

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Financial assets at FVTPL:			
Structured deposits	63,183	195,270	70,307
Financial assets at amortised cost:			
Financial assets included in prepayments, other receivables and other assets	1,183	2,378	2,168
Amounts due from a related party	222	–	–
Time deposits	–	10,107	10,221
Cash and cash equivalents	52,464	238,203	401,854
Subtotal	53,869	250,688	414,243
Total	117,052	445,958	484,550

Financial liabilities

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Financial liabilities at amortised cost:			
Financial liabilities included in trade and other payables	14,803	27,481	26,872
Interest-bearing bank borrowings	44,942	13,510	–
Amounts due to a related party	–	–	10
Total	59,745	40,991	26,882

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, financial assets included in prepayments, other receivables and other assets, amounts due from a related party, financial liabilities included in trade and other payables, interest-bearing bank borrowings and amounts due to a related party approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of the reporting period, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The directors review the results of the fair value measurement of financial instruments periodically for financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of time deposits over one year, financial assets included in prepayments, other receivables and other assets have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The Group invests in wealth management product investments, which represent wealth management products issued by banks and other financial institutions. The Group has estimated the fair value of these investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTPL	–	63,183	–	63,183

As at 31 December 2025

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTPL	–	195,270	–	195,270

As at 30 June 2026

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at FVTPL	–	70,307	–	70,307

The Group did not have any financial liabilities measured at fair value as at the end of each of the Relevant Periods.

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, time deposits, financial assets at FVTPL and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial assets and liabilities such as financial assets included in prepayments, other receivables and other assets, and financial liabilities included in trade and other payables, which arise directly from its operations.

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

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group'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 Group's exposure to bad debts is not significant.

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

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

Maximum exposure and year/period-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year/period-end staging classification as at the end of each of the Relevant Periods.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Amounts due from a related party	222	–	–	–	222
Financial assets included in prepayments, other receivables and other assets – normal*	1,183	–	–	–	1,183
Cash and cash equivalents – Not yet past due	52,464	–	–	–	52,464
Total	53,869	–	–	–	53,869

As at 31 December 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets included in prepayments, other receivables and other assets – normal*	2,378	–	–	–	2,378
Time deposits – Not yet past due	10,107	–	–	–	10,107
Cash and cash equivalents – Not yet past due	238,203	–	–	–	238,203
Total	250,688	–	–	–	250,688

As at 30 June 2026

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets included in prepayments, other receivables and other assets – normal*	2,168	–	–	–	2,168
Time deposits – Not yet past due	10,221	–	–	–	10,221
Cash and cash equivalents – Not yet past due	401,854	–	–	–	401,854
Total	414,243	–	–	–	414,243

* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Liquidity risk

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

The maturity profile of the Group's financial liabilities and lease liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

As at 31 December 2024

	Less than 1 year or on demand	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Financial liabilities included in trade and other payables	14,803	–	14,803
Interest-bearing bank borrowings	45,497	–	45,497
Lease liabilities	1,657	3,335	4,992
Total	61,957	3,335	65,292

As at 31 December 2025

	Less than 1 year or on demand	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Financial liabilities included in trade and other payables	27,481	–	27,481
Interest-bearing bank borrowings	13,625	–	13,625
Lease liabilities	2,712	3,336	6,048
Total	43,818	3,336	47,154

As at 30 June 2026

	Less than 1 year or on demand	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*
Amounts due to a related party	10	–	10
Financial liabilities included in trade and other payables	26,872	–	26,872
Lease liabilities	3,463	2,653	6,116
Total	30,345	2,653	32,998

Capital management

The primary objectives of the Group's capital management are to safeguard the Group'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 Group 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 Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group 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.

The asset-liability ratios as at the end of each of the Relevant Periods are as follows:

	As at 31 December		As at 30 June
	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*
Total assets	157,322	499,760	550,963
Total liabilities	69,983	57,208	44,627
Asset-liability ratio*	44.48%	11.45%	8.10%

* Asset-liability ratio is calculated by dividing total liabilities by total assets and multiplying the product by 100%.

32. EVENTS AFTER THE RELEVANT PERIODS

Pursuant to the shareholders' resolutions dated 16 August 2026, the shareholders of the Company approved and adopted a share option incentive plan (the "2026 [**REDACTED**] Share Option Scheme"). Under the 2026 [**REDACTED**] Share Option Scheme, a total number of 2,350,000 share options were granted to the eligible participants of the Company.

33. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 June 2026.

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

TAXES FOR SECURITIES HOLDERS

The income tax and capital gains tax for holders of H Shares shall be subject to the laws and practices or other tax provisions of the PRC and the jurisdictions in which the holders of H Shares reside. The following summary of certain relevant tax provisions is based on current laws and practices, and is subject to change and does not constitute legal or tax advice. The following discussion does not address all of the possible tax consequences associated with an investment in H Shares, nor does it take into account the particular circumstances of any individual investor, some of which may be subject to special rules. Accordingly, you should consult your own tax adviser as to the tax consequences of an investment in H Shares. The following discussion is based on the laws and relevant interpretations in force as of the Latest Practicable Date, which are subject to change and may have retrospective effect.

The following discussion does not address any aspect of mainland China or Hong Kong taxation other than income tax, capital gains and profits tax, business tax/VAT, stamp duty and inheritance tax. Prospective investors are advised to consult their financial advisers as to the mainland China, Hong Kong and other tax consequences of owning and disposing of H Shares.

PRC Taxation

Taxation regarding dividends

Individual investors

Pursuant to the Individual Income Tax Law of the People's Republic of China (the "**Individual Income Tax Law**") (《中華人民共和國個人所得稅法》), which was promulgated on September 10, 1980, and amended by the 13th NPC Standing Committee on August 31, 2018 and entered into force on January 1, 2019, as well as the Regulations for the Implementation of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), which was amended by the State Council on December 18, 2018 and entered into force on January 1, 2019, dividend paid by PRC companies to individual investors are generally subject to tax withholding at a flat rate of 20%. In addition, pursuant to the Circular of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on Issues Relating to the Differentiated Individual Income Tax Policy on Dividends and Bonuses of Listed Companies (《財政部、國家稅務總局、證監會關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》) issued by the MOF, the SAT and the CSRC on September 7, 2015, for Shares of listed companies acquired by an individual from public offering and transfer of market, the dividend income shall be temporarily exempt from individual income tax for Shares held for more than one year; the dividend income shall be fully included in the taxable income for Shares held for less than one month (inclusive); and the dividend income shall be temporarily reduced by 50% to taxable income for Shares held for more than 1 month and less than 1 year (inclusive). The above income shall be subject to individual income tax at a uniform rate of 20%.

However, pursuant to the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policy Issues concerning Individual Income Tax (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》), the dividends, and bonuses that foreign individuals obtain from foreign-invested enterprises will be temporarily exempted from individual income tax. The State Council approved and issued the Notice on Several Opinions of the National Development and Reform Commission and Other Departments on Deepening the Reform of Income Distribution System Approved and Dispatched by the State Council (《國務院批轉發展改革委等部門關於深化收入分配制度改革若干意見的通知》) on February 3, 2013. The General Office of the State Council issued the Notice of the General Office of the State Council on the Division of Labor in Key Work in Deepening the Reform of Income Distribution System (《國務院辦公廳關於深化收入分配制度改革重點工作分工的通知》) on February 8, 2013. Pursuant to the two documents mentioned above, the Chinese Government is planning to abolish the exemption of dividend income from foreign-invested enterprises for foreign individuals from personal income tax, with the MOF and the SAT being responsible for formulating and implementing the details of the plan. However, the MOF and the SAT have yet to promulgate relevant implementation rules or regulations.

Pursuant to the Circular of the State Administration of Taxation on Issues Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 Document (《國家税務總局關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》) issued by the SAT on June 28, 2011, domestic non-foreign invested enterprises issuing Shares in Hong Kong may, when distributing dividends to an individual residing outside the jurisdiction of the tax treaty, generally withhold individual income tax at the rate of 10%. For individual holders of H Shares receiving dividends who are residents of countries that have signed tax agreements with China with tax rates lower than 10%, the non-foreign-invested enterprise whose Shares are listed in Hong Kong may apply on behalf of such holders to enjoy the lower preferential tax treatments. Upon approval by the tax authorities, the excessive withholding amount will be refunded. For individual holders of H Shares receiving dividends who are residents of countries that have signed tax agreements with China with tax rates higher than 10% but lower than 20%, the non-foreign-invested enterprise shall withhold the individual income tax at the effective tax rate under the agreement without the need to apply for such tax rate. For individual holders of H Shares receiving dividends who are residents of countries without tax agreements with China and under other circumstances, non-foreign-invested enterprises shall withhold the individual income tax at a rate of 20%.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) signed on August 21, 2006, the Chinese government may impose a tax on dividends payable by a Chinese company to a HKSAR resident (including the natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interest in a Chinese company, the tax levied shall not exceed 5% of the total dividends payable by the Chinese company. The Fifth Protocol to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》第五議定書), which entered into force on December 6, 2019, provides that the above provisions do not apply to relevant arrangements or transactions entered into with one of the primary purposes of obtaining the above tax benefits.

Corporate investors

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》) (the "Enterprise Income Tax Law") amended and entered into force on December 29, 2018 and the Regulations for the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法實施條例》) amended on December 6, 2024 and entered into force on January 20, 2025, where non-resident enterprises have not formed permanent establishments or premises within the territory of the PRC, or where they have formed permanent establishments or premises within the territory of the PRC but there is no actual relationship between the relevant income derived in the PRC and the establishments or premises set up by them, they shall be subject to enterprise income tax in respect of its income derived from sources within the PRC (including dividends received from PRC resident enterprises that have issued and listed Shares in Hong Kong), generally at a rate of 10%. The income tax payable by a non-resident enterprise shall be withheld at source, and the payer shall be the withholding agent. The withholding tax may be waived under the applicable convention to avoid double taxation.

The Circular of the State Administration of Taxation on Issues Relating to the Withholding and Payment of the Enterprise Income Tax on Dividends Distributed by Chinese Resident Enterprises to Overseas Non-resident Enterprise Shareholders of H Shares (《國家税務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》), which was issued by the SAT and entered into force on November 6, 2008, further clarified that, in respect of the dividends on profits generated after January 1, 2008, the dividends distributed by PRC resident

enterprises to the Shareholders of non-Chinese resident enterprises with respect to the H Shares would be taxed at the uniform rate of 10%. The Official Reply of Taxation on Imposition of Enterprise Income Tax on B-share Dividends of Non-resident Enterprises issued by the SAT on July 24, 2009 further stipulates that any PRC resident enterprises listed on overseas stock exchanges shall withhold and pay on behalf of the Shareholders of the non-PRC resident enterprises at a unified tax rate of 10%. The aforesaid tax rate may be further adjusted in accordance with the tax treaties or agreements entered into between the PRC and the relevant jurisdictions, as applicable.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) signed on August 21, 2006, the Chinese government may impose a tax on dividends payable by a Chinese company to a Hong Kong resident (including the natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interest in a Chinese company, the tax levied shall not exceed 5% of the total dividends payable by the Chinese company. The Fifth Protocol to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》第五議定書), which entered into force on December 6, 2019, provides that the above provisions do not apply to relevant arrangements or transactions entered into with one of the primary purposes of obtaining the above tax benefits. The dividend provisions of the tax agreements shall be implemented in accordance with the Circular of the State Administration of Taxation on Issues related to the Implementation of Dividend Provisions of Tax Agreements (《國家稅務總局關於執行稅收協定股息條款有關問題的通知》) and other Chinese tax laws and regulations.

Tax treaties

Non-PRC resident investors whose country of residence has entered into a double taxation avoidance agreement with the PRC or who are resident in the Hong Kong or Macau Special Administrative Regions shall be entitled to a preferential tax rate on dividends received from PRC companies. The PRC has entered into double taxation avoidance arrangements with the Hong Kong and Macau Special Administrative Regions respectively and has entered into double taxation avoidance agreements with certain other countries including, but not limited to, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates under the relevant income tax agreements or arrangements may apply to the PRC tax authorities for a refund of the difference between the withholding tax and the tax calculated based on the agreed tax rates.

Pursuant to the Administrative Measures for Tax Convention Treatment for Non-resident Taxpayers (《非居民納稅人享受協定待遇管理辦法》), which was issued by the SAT on October 14, 2019 and entered into force on January 1, 2020, non-resident taxpayers shall enjoy the treatments as specified in the convention in the way of "independent judgment, declaration and retention of relevant data for future reference". Any non-resident taxpayer who, in its own judgment, deems itself eligible for the treatment prescribed in the tax convention, may exercise the right of convention treatment when filing a tax return or making a withholding declaration through a withholding agent, provided that it shall collect and retain the relevant data according to the provisions for future reference and be subject to the subsequent administration by the tax authorities.

Taxes involved in income from equity transfers

Value-added tax and local surtax

Pursuant to the Circular of the Ministry of Finance and the State Administration of Taxation on Comprehensively Implementing the Pilot Program for Changing Business Tax to VAT (《財政部、國家税務總局關於全面推開營業税改徵增值税試點的通知》) (the "Circular No. 36"), which was issued by the MOF and the SAT on March 23, 2016, and last amended on March 20, 2019, units and individuals that sell services, intangible assets or real estate within the territory of the People's Republic of China are VAT taxpayers and shall pay VAT instead of business tax. The Circular No. 36 also stipulates that transfers of financial commodities, including transfers of ownership of marketable securities, are subject to VAT at the rate of 6% of the taxable income.

At the same time, VAT taxpayers are also required to pay city construction and maintenance tax, education surtax and local education surtax.

Income Tax

Individual investors

Pursuant to the Individual Income Tax Law and its implementing regulations, individuals are subject to an individual income tax rate of 20% on the income from the sale of equity interests in PRC resident enterprises. Pursuant to the Circular of the Ministry of Finance and the State Administration of Taxation on Continued Temporary Exemption of Individual Income Tax on the Proceeds from Transfer of Shares (《財政部及國家税務總局關於個人轉讓股票所得繼續暫免徵收個人所得税的通知》) (the "Circular No. 61"), which was issued by the MOF and the SAT on March 30, 1998, as of January 1, 1997, the income from the transfer of Shares in listed companies by individuals continues to be subject to temporary exemption of individual income tax. Pursuant to the Announcement of the Ministry of Finance and the State Administration of Taxation on the Catalog of Individual Income Tax Preferential Policies Remaining in Force (《財政部、國家税務總局關於繼續有效的個人所得税優惠政策目錄的公告》), which was issued by the MOF and the SAT on December 29, 2018, the Circular No. 61 will remain in force.

Pursuant to the Circular on the Issues Relating to the Collection of Individual Income Tax on Individuals' Income from the Transfer of Restricted Shares of Listed Companies (《關於個人轉讓上市公司限售股所得徵收個人所得税有關問題的通知》) jointly promulgated by the MOF, the SAT and the CSRC on December 31, 2009, individuals shall continue to be exempted from individual income tax on the proceeds from transfer of Shares acquired from the public offering and transfer market of listed companies on the Shanghai Stock Exchange and the Shenzhen Stock Exchange, except for the relevant restricted Shares as defined in the Supplementary Circular on the Issues Relating to the Collection of Individual Income Tax on Individuals' Income from the Transfer of Restricted Shares of Listed Companies (《關於個人轉讓上市公司限售股所得徵收個人所得税有關問題的補充通知》) jointly issued by the above three departments on November 10, 2010.

As of the Latest Practicable Date, the aforesaid provisions did not expressly provide for the imposition of individual income tax on the sale of Shares of PRC resident enterprises listed on overseas stock exchanges (e.g. the Stock Exchange) by non-resident individuals.

Corporate investors

Pursuant to the Enterprise Income Tax Law and its implementing regulations, where non-PRC resident enterprises have not formed permanent establishments or premises within the territory of the PRC, or where they have formed permanent establishments or premises within the territory of the PRC but there is no actual relationship between the relevant income derived in the PRC and the establishments or premises set up by them, they shall be subject to enterprise income tax in respect of its income derived from sources within the PRC (including income derived from the disposal of Shares in PRC resident enterprises), generally at a rate of 10%. The above income tax may be reduced or exempted under applicable tax agreements or arrangements.

Stamp Duty

Pursuant to the Stamp Duty Law of the People's Republic of China (《中華人民共和國印花税法》), which was promulgated on June 10, 2021 and entered into force on July 1, 2022, units and individuals that issue taxable certificates or conduct securities transactions within the territory of the PRC are taxpayers of the stamp duty and shall pay the stamp duty in accordance with the provisions of the Law. Units and individuals that issue taxable certificates outside the PRC for use within the territory of the PRC shall pay the stamp duty in accordance with the provisions of the Law.

Estate Duty

As of the date of this document, there is currently no estate duty levied in the PRC.

MAJOR TAXES OF THE GROUP IN THE PRC

Enterprise Income Tax (the "EIT")

Pursuant to the Enterprise Income Tax Law, the enterprise income tax rate in the PRC is 25%.

Pursuant to the Announcement on Preferential Income Tax Policies for Small and Micro Enterprises and Individual Industrial and Commercial Households (《關於小微企業和個體工商戶所得税優惠政策的公告》) issued on March 26, 2023, and the Announcement on Further Supporting the Development of Small and Micro Enterprises and Individual Industrial and Commercial Households through Relevant Tax and Fee Policies (《關於進一步支持小微企業和個體工商戶發展有關税費政策的公告》) issued on August 2, 2023, the portion of the annual taxable income of small low-profit enterprises not exceeding RMB1 million shall be counted as taxable income at a reduced rate of 25% and subject to EIT at a rate of 20%. This policy shall be implemented from January 1, 2023 to December 31, 2027.

Pursuant to the Measures for the Administration of Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》), which was jointly promulgated by the Ministry of Science and Technology of the People's Republic of China, the MOF, and the SAT on April 14, 2008, amended on January 29, 2016 and entered into force on January 1, 2016, high-tech enterprises may apply for a preferential EIT rate of 15% under the EIT Law.

Value-Added Tax ("VAT")

Pursuant to the Interim Regulations of the People's Republic of China on Value-Added Tax (《中華人民共和國增值税暫行條例》), which was amended and entered into force on November 19, 2017, all units and individuals that engage in sale of goods or processing, repair and replacement services, or import of goods within the territory of the PRC shall pay VAT. Taxpayers providing sales or import of goods shall be subject to a general tax rate of 17%, except as otherwise provided in the applicable laws.

Pursuant to the Circular No. 36 issued by the MOF and the SAT on March 23, 2016 and entered into force on May 1, 2016, with the approval of the State Council, as of May 1, 2016, the pilot scheme of replacing business tax with VAT will be launched nationwide. All business taxpayers in the construction, real estate, financial industry and life service industry are included in the scope of the pilot scheme, and will be subject to VAT instead of business tax. Pursuant to the Measures for Implementing the Pilot Scheme for Levying Value-added Tax in Lieu of Business Tax ("《營業税改徵增值税試點實施辦法》"), which was issued and entered into force at the same date as the above Circular, the tax rates applicable to the sale of services, intangible assets or real estate by taxpayers are 17%, 11%, 6% and nil, respectively.

Pursuant to the Circular on Adjusting Value-added Tax Rate (《關於調整增值税税率的通知》), which was issued by the MOF and the SAT on April 4, 2018 and entered into force on May 1, 2018, the tax rates of taxpayers engaging in VAT-taxable sales or importing goods that were previously subject to the tax rates of 17% and 11% were adjusted to 16% and 10%, respectively.

Pursuant to the Announcement on Relevant Policies on Deepening Value-added Tax Reform (《關於深化增值税改革有關政策的公告》), which was promulgated by the MOF, the SAT and the General Administration of Customs of the People's Republic of China on March 20, 2019 and entered into force on April 1, 2019, the tax rates of taxpayers engaging in VAT-taxable sales or importing goods that were previously subject to the tax rates of 16% and 10% were adjusted to 13% and 9%, respectively.

The Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值税法》) was promulgated by the NPCSC on December 25, 2024 and came into effect on January 1, 2026. Pursuant to this Law, the rates of value-added tax shall be as follows:

(1) For taxpayers selling goods, providing processing, repair and maintenance services, or tangible movable property leasing services, or importing goods, the tax rate shall be 13%, except as provided for in items (2), (4) and (5);

(2) For taxpayers selling transport, postal, basic telecommunications, construction, or immovable property leasing services; selling immovable property; transferring land use rights; or selling or importing the following goods, the tax rate shall be 9%, except as provided for in items (4) and (5);

(3) For taxpayers selling services or intangible assets, except as provided in items (1), (2) and (5), the tax rate shall be 6%;

(4) For taxpayers exporting goods, the tax rate shall be zero, except where otherwise stipulated by the State Council;

(5) For domestic entities and individuals cross-border selling services or intangible assets within the scope specified by the State Council, the tax rate shall be zero.

The Interim Regulations of the People's Republic of China on Value-Added Tax shall be repealed on January 1, 2026.

FOREIGN EXCHANGE CONTROL IN CHINA

Renminbi ("RMB"), the legal tender of China, is subject to foreign exchange control and cannot be freely convertible to foreign currencies. As authorized by the People's Bank of China, the SAFE is empowered to exercise the functions of administering all matters relating to foreign exchange, including the implementation of foreign exchange control regulations.

The principal foreign exchange control regulations in the PRC are the Regulations on Foreign Exchange Control (《外匯管理條例》), which was promulgated by the State Council on January 29, 1996, entered into force on April 1, 1996, and was subsequently amended on January 14, 1997 and August 5, 2008, respectively, and the Regulations on Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》), which was promulgated by the People's Bank of China on June 20, 1996 and entered into force on July 1, 1996. Pursuant to such Regulations and other PRC rules and regulations relating to currency exchange, RMB is generally freely convertible for the current account (such as foreign exchange transactions involving sales and purchases of goods and services and dividend payments), and not freely convertible for the capital account (such as direct investment, loans or investment in securities outside the PRC) without prior approval from the SAFE or its local branches.

Pursuant to the relevant laws and regulations of China, Chinese enterprises (including foreign invested enterprises) that need to carry out current-account transactions in foreign exchange may, without the approval of the foreign exchange authorities, make payments through foreign exchange accounts opened by financial institutions engaged in the business of settlement and sale of foreign exchange, on the basis of valid supporting documents. Foreign-invested enterprises that are required to distribute profits to their Shareholders in foreign exchange and Chinese enterprises that are required to pay dividends to their Shareholders in foreign exchange in accordance with regulations may make payments from the foreign exchange accounts of designated foreign exchange banks or purchase foreign exchange from designated foreign exchange banks in accordance with the resolutions of the Board of Directors or the Shareholders' general meeting on the distribution of profits.

On December 26, 2014, the SAFE issued the Circular of the State Administration of Foreign Exchange on Issues Relating to Foreign Exchange Administration of Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), pursuant to which domestic companies shall register for the overseas listing with the required materials at the foreign exchange bureau located at its registered address within 15 working days after the conclusion of the overseas listing and issuance. The proceeds raised from the overseas listing of a domestic company may be transferred back to its territory or deposited overseas, and the use of the proceeds shall be consistent with the relevant contents listed in the document and other publicly disclosed documents. According to the Notice on Issues Concerning the Fund Management of Overseas Listings by Domestic Enterprises (《關於境內企業境外上市資金管理有關問題的通知》), which was issued by the People's Bank of China and SAFE on December 26, 2025 and is scheduled to take effect on April 1, 2026, domestic enterprises conducting overseas listings shall, within 30 working days from the first trading day of their overseas listing or after the completion of the over-allotment, apply to a bank in the area of the provincial-level region or the city specifically designated in the state plan where they are registered for overseas listing registration by submitting the required materials. In principle, the funds raised by domestic enterprises through overseas listings shall be repatriated to the territory of China in a timely manner. The purposes of the funds raised via overseas listings shall be consistent with the relevant contents specified in the publicly disclosed documents such as the document, the corporate bond document, the circular to shareholders, and the resolutions of the board of directors or the general meeting of shareholders. the Circular of the State Administration of Foreign Exchange on Issues Relating to Foreign Exchange Administration of Overseas Listing shall be repealed as of April 1, 2026.

The Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Policy on Foreign Exchange Management of Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) was issued by the SAFE on February 13, 2015 and entered into force on June 1, 2015. The Circular abolished the examination and approval for foreign exchange registration under domestic direct investment and foreign exchange registration under overseas direct investment, and replaced it with direct examination and handling of foreign exchange registration under domestic direct investment and foreign exchange registration under overseas direct investment by banks, with SAFE and its branches exercising indirect supervision over the foreign exchange registration for direct investment through banks.

Pursuant to the Circular of the State Administration of Foreign Exchange on Reforming and Regulating the Administrative Policies over Foreign Exchange Settlement under the Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) issued by the SAFE on June 9, 2016 and partially amended on December 4, 2023 and effective since then, the foreign exchange income under the capital account of domestic institutions implements the policy of discretionary settlement, that is, relevant policies have made it clear that domestic institutions may settle their foreign exchange incomes under the capital account (including foreign exchange capital, foreign debt funds and funds raised from overseas listing) to discretionary settlement according to the actual business operation needs of domestic institutions. The proportion of foreign exchange income under the capital account that domestic institutions intend to settle at its discretion is tentatively 100%, and the SAFE may adjust the aforesaid proportion according to the international payment balance status in due course.

PRC LEGAL SYSTEM

The PRC legal system consists of the Constitution, laws, administrative regulations, local laws and regulations, separate regulations, regulations of State Council departments, local government regulations, autonomous regulations, separate regulations of autonomous regions, and international treaties signed by the Chinese Government.

Court verdicts do not constitute binding precedents. However, they may be used as judicial reference and guidance.

Pursuant to the Constitution of the People's Republic of China (《中華人民共和國憲法》) (the "Constitution"), which was promulgated on December 4, 1982 and last amended and entered into force on March 11, 2018, and the Legislative Law of the People's Republic of China (《中華人民共和國立法法》) (the "Legislative Law"), which was adopted on July 1, 2000 and amended on March 15, 2023, the NPC and the NPC Standing Committee are empowered to exercise the legislative power of the State. The NPC is empowered to enact and amend basic laws in criminal, civil, state institution and other areas. The NPC Standing Committee is empowered to enact and amend laws other than those required to be enacted by the NPC, as well as to supplement and amend any parts of laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest administrative organ of the State and is authorized to enact administrative regulations based on the Constitution and laws.

The people's congresses of provinces, autonomous regions and municipalities under the Central Government and their respective standing committees may enact local regulations based on the specific circumstances and requirements of their own respective administrative areas, provided that such local regulations do not contravene the Constitution, laws or administrative regulations.

Ministries and commissions, the PBOC, the Audit Office of the People's Republic of China and the directly affiliated institutions of the State Council that have administrative functions, and other institutions designated by law, may formulate departmental regulations within the scope of their competence in accordance with laws and administrative regulations and the decisions and rulings of the State Council. Provisions for departmental regulations shall be formulated for the purpose of implementing the laws, administrative regulations and the decisions and rulings of the State Council.

The people's congresses and their standing committees of cities with subordinate districts may, in the light of specific circumstances and actual needs, enact local regulations which shall enter into force upon approval by the standing committee of the people's congress of the province or autonomous region concerned, provided that such local regulations do not contravene the Constitution, laws, administrative regulations or the local regulations of the provinces or autonomous regions where such cities are located.

The people's congresses of autonomous regions may, in the light of the political, economic and cultural characteristics of the local nationalities, enact autonomous regulations and separate regulations, which shall enter into force upon approval by the NPC Standing Committee. Autonomous regulations and separate regulations may make variations on the provisions of laws and administrative regulations, provided that they do not contravene the basic principles of the laws or administrative regulations, and that they do not make variations on the provisions of the Constitution and the Law on Regional Ethnic Autonomy, or on the provisions of other relevant laws or administrative regulations that are specifically made with respect to national autonomous areas.

The people's governments of provinces, autonomous regions, municipalities directly under the Central Government, cities with districts or autonomous prefectures may enact rules according to laws and administrative regulations as well as local regulations of their respective provinces, autonomous regions or municipalities directly under the Central Government.

The Constitution is of the highest legal force; no law, administrative regulation, local regulation, autonomous regulation, special regulation or administrative or local rule may contravene the Constitution. The authority of laws is greater than that of administrative regulations, local regulations and rules. The authority of administrative regulations is greater than that of local regulations and rules. The authority of local regulations is greater than that of the rules of the local governments at and below the corresponding level. The authority of the rules enacted by the people's governments of the provinces or autonomous regions is greater than that of the rules enacted by the people's governments of the cities with subordinate districts or autonomous prefectures within the administrative areas of the provinces and the autonomous regions.

The NPC has the power to amend or withdraw any inappropriate law enacted by its Standing Committee and any autonomous regulation or special regulation approved by its Standing Committee that is in contradiction with the Constitution or the Legislation Law; the Standing Committee of the NPC has the power to withdraw any administrative regulation that contravenes the Constitution or any law, any local regulation that contravenes the Constitution or any law or administrative regulation, and any autonomous regulation or special regulation approved by the standing committee of the people's congress of any province, autonomous region, or municipality directly under the Central Government that is in contradiction of the Constitution or the Legislation Law; the State Council has the authority to amend or withdraw any inappropriate departmental rule or local government rule; the people's congress of a province, autonomous region, or municipality directly under the Central Government has the power to amend or withdraw any inappropriate local regulation enacted or approved by its standing committee; the standing committee of a local people's congress has the authority to withdraw any inappropriate rule enacted by the people's government at the same level; the people's government of a province or autonomous region has the power to amend or withdraw any inappropriate local rule enacted by the people's government at the next lower level; and the enabling organ has the authority to withdraw the regulation that has been enacted by the enabled organ acting beyond its scope of authorization or in contradiction with the objective of the authorization decision, and where necessary, the enabling organ may revoke the authorization.

Pursuant to the Constitution, the power to interpret laws is vested in the NPC Standing Committee. Pursuant to the Decision of the NPC Standing Committee Regarding the Strengthening of Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) adopted on June 10, 1981, the Supreme People's Court and the Supreme People's Procuratorate of the People's Republic of China shall, respectively, interpret the application of the laws and decrees in trials in the courts and in the work of the procuratorates. Other laws and decrees that are not part of the trial or procuratorial work shall be interpreted by the State Council and the competent ministries and commissions.

Where the provisions of local laws and regulations themselves need to be further defined or supplemented, the Standing Committee of the People's Congress of the province, autonomous region or municipality directly under the Central Government that enacted the laws and regulations shall make interpretations or stipulations. Where it is a question concerning the specific application of local laws and regulations, the competent department of the people's government of the province, autonomous region or municipality directly under the Central Government shall make interpretations.

PRC JUDICIAL SYSTEM

Pursuant to the Constitution, and the Organic Law of the People's Courts of the People's Republic of China (《中華人民共和國人民法院組織法》), which was promulgated on July 5, 1979, implemented on January 1, 1980, last amended on October 26, 2018 and entered into force on January 1, 2019, China's judicial system consists of the Supreme People's Court, local people's courts at all levels and specialized people's courts.

The local people's courts at all levels are comprised of the primary people's courts, the intermediate people's courts and the higher people's courts. The higher people's courts supervise lower people's courts. The Supreme People's Court is the highest judicial organ in China and has the power to supervise the judicial work of local people's courts at all levels and all specialized people's courts. The people's procuratorates are also authorized to exercise legal supervision over the trial activities of people's courts at the same or lower levels.

In the adjudication of cases, the people's courts have adopted the "two-tier trial system" for appeal. Parties may, in accordance with the procedures prescribed by law, appeal the first-instance judgments and rulings of local people's courts to a people's court at a higher level. The people's procuratorate may, in accordance with the procedures prescribed by law, lodge a protest with the people's court at a higher level. If the parties do not appeal or the people's procuratorate does not protest within the time limit for appeal, the judgments and rulings of the local people's courts at all levels in cases of first instance shall be final judgments and rulings that have entered into legal force. Judgments and rulings in cases of second instance tried by intermediate people's courts, higher people's courts and the Supreme People's Court, and the same in cases of first instance tried by the Supreme People's Court, are final. However, if the Supreme People's Court finds that a legally valid judgment, ruling or mediation document of a people's court at any level contains errors, or if a people's court at a higher level finds that a legally valid judgment, ruling or mediation document of a people's court at a lower level contains such errors, the people's court at a higher level shall have the right to review the case on its own initiative or to instruct the people's court at a lower level to conduct a retrial. If the presiding judge of a people's court at any level discovers that a legally valid judgment, ruling or mediation document contains errors and considers that a retrial is warranted, the case shall be submitted to the trial committee of the people's court at the same level for discussion and decision.

The Civil Procedure Law of the People's Republic of China (《中華人民共和國民事訴訟法》) (the "PRC Civil Procedure Law"), which was promulgated on April 9, 1991, last amended on September 1, 2023 and entered into force on January 1, 2024, sets forth the criteria for instituting a civil action, the jurisdiction of the people's courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or ruling. All parties to a civil litigation within the territory of the PRC must comply with the PRC Civil Procedure Law. Generally, civil cases shall be tried in the first instance by the people's court located in the defendant's domicile. All parties to a contract may, by express agreement, choose the court of jurisdiction for civil litigation, provided that such court of jurisdiction shall be the court of jurisdiction of the place of residence of the plaintiff or the defendant, the place of conclusion or performance of the contract, or the place where the object of the action is located, etc., which has a substantial connection with the dispute. However, such choices shall in no case violate the provisions of hierarchical and exclusive jurisdiction.

Foreign individuals, stateless persons, foreign enterprises or foreign organizations shall enjoy the same litigation rights and obligations as Chinese citizens, legal persons or other organizations when filing or responding to lawsuits in Chinese courts. If a foreign court restricts the litigation rights of a Chinese citizen, legal person or other organization, the Chinese court may impose the same restriction on the litigation rights of citizens, enterprises and organizations of the said country. If a foreign individual, stateless person, foreign enterprise or foreign organization needs to hire a

lawyer to file or respond to a lawsuit in a Chinese court, they must hire a Chinese lawyer. Pursuant to international treaties signed or acceded to by China, or on the principle of reciprocity, the people's courts and foreign courts may request each other to serve documents, conduct investigations and take evidence, or carry out other actions on their own behalf. All parties to a civil action are required to comply with judgments and awards that have become legally binding. If any party to a civil action refuses to comply with a judgment or ruling made by a people's court or an award made by a Chinese arbitral tribunal, the other party may, within two years, petition the people's court for the enforcement of the judgment, ruling or award. The limitation period for applications to execute a judgment can be suspended or discontinued. If the party fails to comply with the court's judgment granting leave for enforcement within the prescribed period, the court may enforce the judgment against the other party on its application.

If a party applies for execution of a legally effective judgment or ruling made by a people's court and the party subject to execution or his property is not located within the territory of the People's Republic of China, the applicant may directly apply for recognition and execution to the foreign court with jurisdiction. Alternatively, the people's court may, pursuant to an international treaty concluded or acceded to by the PRC or in accordance with the principle of reciprocity, request the foreign court to recognize and execute the judgment or ruling. If a legally effective judgment or ruling made by a foreign court requires recognition and execution by a people's court, the party concerned may directly apply for recognition and execution to the intermediate people's court with jurisdiction. Alternatively, the foreign court may, pursuant to the provisions of an international treaty concluded between or acceded to by the foreign state and the PRC, or in accordance with the principle of reciprocity, request the people's court to recognize and execute the judgment or ruling. Having received an application or a request for recognition and execution of a legally effective judgment or ruling of a foreign court, a people's court shall review such judgment or ruling pursuant to international treaties concluded or acceded to by the PRC or in accordance with the principle of reciprocity. If, upon such review, the people's court considers that such judgment or ruling neither violates the basic principles of the laws of the PRC nor harms national sovereignty, security, and the public interest, it shall rule to recognize its effectiveness. If execution is necessary, it shall issue an order of execution, which shall be implemented in accordance with the relevant provisions.

PRC COMPANY LAW

The Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law") was promulgated by the NPC Standing Committee on December 29, 1993 and entered into force on July 1, 1994, with the last amendment to the Company Law promulgated on December 29, 2023 and entering into force on July 1, 2024.

Set out below is a summary of the principal provisions of the Company Law applicable to the Company.

General

A joint stock limited company refers to an enterprise legal person incorporated under the Company Law, all of whose Shares are either par Shares or no-par Shares in accordance with the provisions of the Articles of Association; in the case of par Shares, the amount of each share is equal. The liability of its Shareholders is limited to the amount of Shares subscribed by them and the company is liable to its creditors for an amount equal to the total value of its assets.

A joint stock limited company shall conduct its business in accordance with laws and administrative regulations. It may invest in other enterprises.

Incorporation

A joint stock limited company may be incorporated by promotion or stock floatation.

A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the PRC.

The promoters of a joint stock limited company established by way of stock floatation shall convene an inaugural meeting of the company within 30 days from the date on which the Shares to be issued upon the establishment of the company have been fully paid up. The promoters shall notify the subscribers of the date of the meeting or make an announcement 15 days prior to the date of the inaugural meeting. The inaugural meeting shall be held in the presence of a majority of the subscribers holding voting rights. The convening and voting procedures of the inaugural meeting of a joint stock limited company established by way of promotion shall be stipulated in the Articles of Association or in the promoters' agreement.

At the inaugural meeting, matters including the adoption of the Articles of Association and the election of Directors and Supervisors of the company will be considered. All resolutions made at the inaugural meeting require the approval of a majority of the votes held by the subscribers present at the meeting.

The board of directors shall, within 30 days after the end of the establishment meeting of a company, authorize a representative to file an application for registration of establishment with the company registration authority.

Registered capital

The shareholders may make capital contributions in currency, or in kind, intellectual property rights, land use rights, equity right, creditor's rights and other non-monetary property that can be valued in currency and can be transferred in accordance with the law, except for the assets prohibited by law or administrative regulations to be used for capital contribution. Where non-monetary assets are used for capital contribution, the assets shall be evaluated and verified, and shall not be overvalued or undervalued.

Shares issued by the company shall be registered Shares.

The transfer of Shares by Shareholders shall be conducted via the legally established stock exchange or in accordance with other methods as stipulated by the State Council. Transfer of registered Shares by a Shareholder must be made by means of an endorsement or by other means stipulated by laws or administrative regulations.

A company may, in accordance with the provisions of the Articles of Association, issue the following classes of Shares with rights different from those of ordinary Shares: (1) Shares with preferential or inferior distribution of profits or residual property; (2) Shares with more or fewer voting rights per share than ordinary Shares; (3) Shares whose transfer is subject to restriction on transfer, such as transferring them with the consent of the company; (4) other classes of Shares as prescribed by the State Council. A company making a public offering of Shares shall not issue the class of Shares specified in items (2) and (3) above, except for those issued prior to the public offering.

Increase of registered capital and issue of shares

Pursuant to the Company Law, where a company proposes to issue new Shares, a resolution shall be passed at a Shareholders' general meeting in accordance with the Articles of Association to determine the class, amount and issue price of the new Shares. All issue of Shares of a joint stock limited company shall be based on the principles of equality and fairness. The same class of Shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. It may issue Shares at par value or at a premium, but it may not issue Shares below the par value.

Pursuant to the Company Law, a company shall keep a register of Shareholders containing the following particulars: the name and domicile of each Shareholder; the class and number of Shares subscribed by each Shareholder; the number of the Share Certificate held by each Shareholder if the shares are issued in paper form; and the date on which each Shareholder acquired his or her Shares.

Reduction of registered capital

A company may reduce its registered capital in accordance with the following procedures prescribed by the Company Law:

(1) it shall prepare a balance sheet and an asset list;

(2) the reduction of registered capital shall be approved by a Shareholders' general meeting;

(3) it shall inform its creditors of the reduction in registered capital within 10 days and publish an announcement in the newspaper or the National Enterprise Credit Information Publicity System within 30 days after the resolution approving the reduction has been passed;

(4) creditors may, within 30 days since the date of receiving the notice, or within 45 days of the public announcement if no notice has been received, require the company to pay its debts or provide guarantees covering the debts; and

(5) it shall apply to the relevant registration administration for the registration of the reduction in registered capital.

If a company still has losses after making up for the losses in accordance with the provisions of the Company Law, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the losses, the company shall not make any distribution to the Shareholders, nor shall the Shareholders be exempted from the obligation to pay the capital contribution or the share capital. If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the preceding provisions on the procedure for reduction of registered capital shall not apply, but an announcement shall be made in the newspapers or on the national enterprise credit information publicity system within 30 days from the date of the resolution of the Shareholders' general meeting to reduce the registered capital.

Repurchase of Shares

Pursuant to the Company Law, a joint stock limited company may not repurchase its Shares, except for the following purposes: (1) to reduce the registered capital of the company; (2) to merge with another company holding the company's Shares; (3) to use the Shares for an employee stock ownership plan or for equity incentives; (4) to request the company to acquire the Shares of Shareholders who dissent from the resolution of the Shareholders' general meeting on a merger or division of the company; (5) to use the Shares for the conversion of corporate bonds issued by the company that are convertible into Shares; (6) necessary for a listed company to maintain the value of the company and the interests of Shareholders.

The acquisition of the company's Shares by the company under the circumstances stipulated in items (1) and (2) above shall be resolved by the Shareholders' general meeting; the acquisition of the company's Shares by the company under the circumstances stipulated in items (3), (5) and (6) above may be resolved by the Board meeting attended by more than two-thirds of the Directors in accordance with the Articles of Association or the authorization of the Shareholders' general meeting.

After the company acquires the Shares of the company in accordance with the above provisions, in the case of item (1), the Shares shall be canceled within 10 days from the date of acquisition; in the case of items (2) and (4), the Shares shall be transferred or canceled within 6 months; in the case of items (3), (5) and (6), the company shall not hold Shares of the company in the aggregate in a number that exceeds 10% of the total number of the issued Shares of the company, and shall transfer or cancel the Shares within 3 years.

Where a listed company acquires Shares of the company, it shall fulfill its information disclosure obligations in accordance with the provisions of the Securities Law of the People's Republic of China. Where a listed company acquires Shares of the company due to the circumstances as set forth in items (3), (5) and (6) above, it shall do so through open and centralized trading.

The company shall not accept its own Shares as the subject of pledge right.

Transfer of Shares

Shares held by Shareholders may be transferred in accordance with the relevant laws and regulations. Pursuant to the Company Law, transfer of Shares by Shareholders shall be carried out at a legally established securities exchange or in other ways stipulated by the State Council. No change in the register of Shareholders may be made within 20 days prior to the convening of the Shareholders' general meeting or within 5 days prior to the base date on which the decision to distribute dividends is made. However, if the laws, administrative regulations or the securities regulatory authorities under the State Council provide otherwise for the registration of changes in the register of Shareholders of a listed company, the provisions thereof shall apply.

Pursuant to the Company Law, Shares issued prior to the public issuance of Shares shall not be transferred within one year from the date of the joint stock limited company's listing on a stock exchange. Directors, Supervisors and senior management of the company shall declare to the company the number of Shares held by them in the company and changes therein, and shall not transfer more than 25% of the total number of the company's Shares held by them in each year of their term of office as determined at the time of their assumption of office; the Shares of the company held by them shall not be transferred within 1 year as of the listing of the Shares of the company; and the abovementioned persons are not allowed to transfer their Shares in the company within six months after their departure.

Shareholder

Pursuant to the Company Law, the rights of holders of ordinary Shares of a joint stock limited company include:

(1) the right to attend or appoint a proxy to attend Shareholders' general meetings and to vote thereat;

(2) the right to transfer Shares in accordance with laws, administrative regulations and provisions of the Articles of Association;

(3) the right to inspect the Articles of Association of the company, share register, minutes of Shareholders' general meetings, resolutions of meetings of the Board, resolutions of meetings of the Supervisory Committee and financial and accounting reports and to make proposals or enquiries on the company's operations;

(4) the right to bring an action in the people's court to rescind resolutions passed by Shareholders' general meetings and meetings of the Board where the Articles of Association is violated by the above resolutions;

(5) the right to receive dividends and other forms of profit distribution according to the proportion of Shares they hold;

(6) in the event of the termination or liquidation of the company, the right to participate in the distribution of the residual properties of the company in proportion to the number of Shares held; and

(7) other rights granted by laws, administrative regulations, other regulatory documents and the Articles of Association of the company.

The obligations of a Shareholder include the obligation to abide by the Articles of Association of the company, to pay the subscription moneys in respect of the Shares subscribed for and in accordance with the form of making capital contributions, to be liable for the company's debts and liabilities to the extent of the amount of his/her subscribed Shares and any other Shareholders' obligation specified in the Articles of Association of the company.

Shareholders' general meeting

The Shareholders' general meeting is the organ of authority of the company, which exercises its powers in accordance with the Company Law. Pursuant to the Company Law, the Shareholders' general meeting exercises the following powers and functions:

(1) to elect and replace Directors and Supervisors and to decide matters relating to the remuneration of Directors and Supervisors;

(2) to examine and approve reports of the Board;

(3) to examine and approve reports of the Supervisory Committee;

(4) to examine and approve the company's profit distribution plan and loss recovery plan;

(5) to resolve on increase or decrease of the registered capital of the company;

(6) to resolve on the issuance of corporate bonds;

(7) to resolve on the merger, division, dissolution, liquidation of the company or change of company form;

(8) to modify the Articles of Association;

(9) other powers and functions stipulated by the Articles of Association.

The Shareholders' general meeting shall be convened once a year. When any of the following circumstances occurs, the company shall convene an extraordinary Shareholders' general meeting within two months of the occurrence of the circumstances:

(1) the number of Directors is less than the number stipulated by the law or less than two-thirds of the number specified in the Articles of Association;

(2) the aggregate losses of the company which are not recovered reach one-third of the company's total share capital;

(3) where the shareholders who separately or aggregately hold 10% or more of the company's shares so request;

(4) when the Board considers it necessary;

(5) when the Supervisory Committee so requests; or

(6) other circumstances stipulated by the Articles of Association.

Pursuant to the Company Law, the Shareholders' general meeting shall be convened by the Board and chaired by the Chairman of the Board. If the Chairman is unable to perform his/her duties or fails to perform his/her duties, a Vice Chairman shall preside over the Shareholders' general meeting. In the event that the Vice Chairman is unable to perform his/her duties or fails to perform his/her duties, a majority of the Directors shall jointly elect a Director to preside over the Shareholders' general meeting.

If the Board is unable to perform or fails to perform its duty to convene a Shareholders' general meeting, the Supervisory Committee shall convene and preside over the Shareholders' general meeting in a timely manner. If the Supervisory Committee fails to convene and preside over such Shareholders' general meeting, Shareholders who have individually or collectively held more than 10% of the company's Shares for 90 consecutive days may convene and preside over the Shareholders' general meeting on their own.

Pursuant to the Company Law, a Shareholders' general meeting shall be convened by notifying the Shareholders of the time and place of the meeting and the matters to be considered 20 days prior to the convening of the meeting, and an extraordinary Shareholders' general meeting shall be convened by notifying the Shareholders 15 days prior to the convening of the meeting.

Pursuant to the Company Law, Shareholders attending the Shareholders' general meeting have one vote per share held, except for class Shareholders. Shares held by the company shall have no voting rights.

Pursuant to the provisions of the Articles of Association or a resolution of the Shareholders' general meeting, the accumulative voting system may be adopted for the election of Directors and Supervisors at the Shareholders' general meeting. Under the accumulative voting system, in the election of Directors or Supervisors at the Shareholders' general meeting, each Share shall be entitled to vote equivalent to the number of Directors or Supervisors to be elected at the Shareholders' general meetings and Shareholders may consolidate their voting rights when casting a vote.

Pursuant to the Company Law, resolutions at a Shareholders' general meeting shall be adopted by a majority of the votes held by the Shareholders present at the meeting. However, resolutions of the Shareholders' general meeting regarding the following matters shall be adopted by not less than

two-thirds of the voting rights held by the Shareholders present at the meeting: (1) amendments to the Articles of Association; (2) the increase or decrease of registered capital; (3) the merger, division, dissolution, liquidation of the company or change of company form.

Pursuant to the Company Law, meeting minutes shall be prepared in respect of decisions on matters discussed at the Shareholders' general meetings. The Chairman of the Shareholders' general meeting and the Directors present at the meeting shall sign on the minutes. The minutes shall be kept together with the Shareholders' attendance register and the proxy forms.

The Board

Unless otherwise stipulated by the Company Law, a joint stock limited company shall have a Board, which shall be composed of at least three members. Members of the Board may include representatives of the employees of the company, who shall be democratically elected by the company's staff at the staff representative assembly, general staff meeting or otherwise. The term of the Directors shall be prescribed by the Articles of Association, provided that each term may not exceed 3 years. Upon maturity of the term of office, a Director shall be eligible to offer himself for re-election and re-appointment. A Director shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected Director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, or if the resignation of Directors results in the number of Directors being less than the quorum.

Pursuant to the Company Law, the Board mainly exercises the following powers and functions:

(1) to convene Shareholders' general meetings and presenting reports thereto;

(2) to implement resolutions adopted by the Shareholders' general meeting;

(3) to decide on the company's business plans and investment proposals;

(4) to formulate the profit distribution plan and loss recovery plan of the company;

(5) to formulate proposals for the increase or reduction of the company's registered capital and the issuance of corporate bonds;

(6) to develop the scheme on the merger, division, dissolution and change of company form of the company;

(7) to determinate the setup of the company's internal management structure;

(8) to appoint or remove the Manager of the company, appoint or remove, upon the Manager's recommendation, Deputy Managers of the company and the officer in charge of finance, and determine the remuneration for those officers;

(9) to formulate the basic management system of the company; and

(10) other powers and functions conferred by the Articles of Association or the Shareholders' general meeting.

Board meetings

Pursuant to the Company Law, meetings of the Board of a joint stock limited company shall be convened at least twice a year. Notice of meeting shall be given to all Directors and Supervisors 10 days before the meeting. Interim Board meetings may be proposed to be convened by Shareholders representing more than 10% of voting rights, more than one-third of the Directors or the Supervisory Committee. The Chairman shall convene and preside over a Board meeting within ten days after receiving the proposal. A Board meeting not be held unless half or more of the Directors are present. Resolutions of the Board shall be passed by more than half of all Directors. Each Director shall have one vote for the resolutions approved by the Board. Directors shall attend Board meetings in person. If a Director is unable to attend a Board meeting, he/she may appoint another Director by a written power of attorney specifying the scope of the authorization to attend the meeting on his/her behalf.

If a resolution of the Board violates the laws, administrative regulations or the Articles of Association, and as a result of which the company sustains serious losses, the Directors participating in the resolution are liable to compensate the company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director may be released from that liability.

Chairman

Pursuant to the Company Law, the Board shall appoint a Chairman and may appoint Vice Chairman. The Chairman and the Vice Chairman are elected with approval of more than half of all the Directors. The Chairman shall convene and preside over Board meetings and examine the implementation of Board resolutions. The Vice Chairman shall assist the work of the Chairman. In the event that the Chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the Vice Chairman. In the event that the Vice Chairman is incapable of performing or not performing his/her duties, a Director nominated by more than half of the Directors shall perform his/her duties.

Qualifications of Directors

The Company Law provides that the following persons may not serve as a Director:

(1) persons without capacity or with limited capacity for civil acts;

(2) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order, where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence, or in case of a suspended sentence, not more than two years have elapsed since the date of expiration of the probationary period;

(3) persons who were former Directors, factory managers or Managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

(4) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;

(5) persons who have been listed by the People's Court as defaulter because they have incurred debts of a large amount that have not been settled by the due date.

Supervisory Committee

A joint-stock company may, in accordance with the provisions of the Articles of Association, set up an Audit Committee consisting of Directors on its Board to exercise the powers and functions of the Supervisory Committee under the Company Law, and may not have a Supervisory Committee or Supervisors.

Where a joint stock limited company sets up a Supervisory Committee, such Supervisory Committee shall consist of not less than three members. The Supervisory Committee is made up of representatives of the Shareholders and an appropriate proportion of employee representatives of the company, of whom not less than one-third shall be Supervisors representing employees, as specified in the Articles of Association. Employee representatives of the company in the Supervisory Committee shall be democratically elected by the employees at the employee representative general meeting, employee general meeting or otherwise.

A Director and a senior management of the company shall not serve concurrently as a Supervisor.

The Supervisory Committee shall have a chairman and may have vice chairman. The chairman and vice chairman of the Supervisory Committee shall be elected by more than half of all Supervisors. The chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the vice chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. In the event that the vice chairman is unable or fails to perform his/her duties, the meetings shall be convened and presided over by a Supervisor jointly nominated by more than half of all the Supervisors.

Each term of a Supervisor shall be three years, and a Supervisor may continue to serve his/her post if he/she is re-elected. A Supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected Supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, or if the resignation of Supervisors results in the number of Supervisors being less than the quorum.

The Supervisory Committee shall convene a meeting at least every six months. According to the Company Law, the Supervisory Committee shall make resolutions with the consent of a majority of all Supervisors.

The Supervisory Committee exercises the following functions and power:

(1) to examine financial operations of the company;

(2) to monitor any acts of Directors and senior management of the company in their performance of duties, and to propose the removal of Directors and senior management who have violated laws, administrative regulations, the Articles of Association or resolutions of the Shareholders' general meeting;

(3) to require the Directors or senior management to correct their acts that are detrimental to the company's interests;

(4) to propose to convene an extraordinary Shareholders' general meeting, and to convene and preside over Shareholders' general meetings when the Board fails to perform the duty of convening and presiding over the Shareholders' general meeting under the Company Law;

(5) to submit proposals to the Shareholders' general meeting;

(6) to raise litigation against any Director or senior management according to the relevant provisions of the Company Law; and

(7) other powers and functions stipulated by the Articles of Association.

Manager and Senior Management

Under the Company Law, the company shall have a Manager who shall be appointed or removed by the Board. The Manager shall be accountable to the Board and exercise his/her authority in accordance with the provisions of the Articles of Association or as delegated by the Board. The Manager shall be present at Board meetings.

According to the Company Law, senior management shall mean the Manager, Deputy Manager, person-in-charge of finance, Secretary to the Board (in case of a listed company) of the company and other personnel as stipulated in the Articles of Association.

Duties of the Directors, Supervisors and Senior Management

Directors, Supervisors and senior management of the company are required under the Company Law to comply with the relevant laws, regulations and the Articles of Association, and have fiduciary and diligent duties to the company. Directors and senior officers are prohibited from:

(1) Misappropriation of the company's property or funds;

(2) Depositing company assets into an account in his/her own name or in any other individual's name;

(3) Using his/her position to bribe or receive other illegal income;

(4) Accepting and keeping privately commissions on transactions with the company;

(5) Disclosing the secrets of the company without authorization;

(6) Other acts in violation of the duty of loyalty to the company.

Directors, supervisors and senior management, who directly or indirectly enter into contracts or conduct transactions with the company, shall report to the Board or the shareholders' general meeting on matters relating to the conclusion of the contract or the conduct of the transaction, which shall be adopted by a resolution of the Board or the Shareholders' general meeting in accordance with the provisions of the Articles of Association. The provisions of the preceding paragraph shall apply to the conclusion of contracts or transactions with the company by close relatives of Directors, Supervisors and senior management, enterprises directly or indirectly controlled by Directors, Supervisors and senior management or their close relatives, as well as connected persons with whom Directors, Supervisors and senior management have other affiliations.

Directors, Supervisors and senior management shall not utilize the convenience of their positions to seek business opportunities belonging to the company for themselves or others, except under any of the following circumstances: (I) where he/she has reported to the board of directors or the shareholders' meeting and has been approved by a resolution of the board of directors or the shareholders' meeting according to the articles of association; or (II) where the company cannot make use of the business opportunity as stipulated by laws, administrative regulations or the articles of association.

Directors, Supervisors and senior management shall not operate the same kind of business as the company for himself/herself or for another person without reporting to the Board or the Shareholders' general meeting and passing a resolution by the Board or the Shareholders' general meeting in accordance with the provisions of the Articles of Association.

Finance and Accounting

Under the Company Law, the company shall establish financial and accounting systems according to laws, administrative regulations and the regulations of the financial department of the State Council. The company shall at the end of each financial year prepare a financial and accounting report which shall be audited by an accounting firm as required by law. The company's financial and accounting report shall be prepared in accordance with the provisions of laws, administrative regulations and the regulations of the financial department of the State Council. The financial accounting report of a joint stock limited company shall be made available for inspection by the shareholders at the company not later than twenty days before the annual meeting of shareholders.

A company that publicly offers shares shall announce its financial and accounting reports.

When distributing each year's after-tax profits, the company shall set aside 10% of its after-tax profits into a statutory surplus reserve (except where the reserve has reached 50% of its registered capital).

Where the statutory surplus reserve of the company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory surplus reserve in accordance with the above provisions.

After the company has withdrawn the statutory surplus reserve from the after-tax profit, it can withdraw the arbitrary surplus reserve from the after-tax profit by a resolution of the Shareholders' general meeting.

A joint-stock limited company distributes its after-tax profit remaining after the company has made up for its losses and withdrawn its surplus reserve in accordance with the shareholding by its Shareholders, unless otherwise provided for in the Articles of Association.

Shares held by the Company shall not be entitled to any distribution of profit.

Premiums received by the company from the issuance of Shares at an issue price in excess of the par value of the Shares, the amount of Share proceeds from the issuance of no-par Shares that have not been credited to the registered capital, and other items required by the financial department of the State Council to be included in the capital reserve, shall be included in the capital reserve of the company.

The Company's surplus reserve shall be applied to make up losses of the company, expand its business operations or be converted to increase the registered capital of the company. Surplus reserve to make up for the company's losses shall be used first for arbitrary surplus reserve and

statutory surplus reserve; if the makeup fails, the capital reserve can be used in accordance with the regulations. When statutory surplus reserve is converted to increase registered capital, the statutory surplus reserve retained shall not be less than 25% of the company's registered capital before the conversion.

The Company shall have no other accounting books except the statutory accounting books. The company's assets shall not be deposited in any accounts opened in the name of any individual.

Appointment and Retirement of Accounting Firms

According to the Company Law, the appointment or dismissal of accounting firms responsible for the auditing of the company shall be determined by the Shareholders' general meeting or the Board or the board of supervisors in accordance with the Articles of Association. The accounting firm shall be allowed to make representations when the Shareholders' general meeting or the Board or the board of supervisors conducts a vote on the dismissal of the accounting firm. The company shall provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the engaged accounting firm, and shall not refuse, conceal or make false reports.

Profit Distribution

According to the Company Law, the company shall not distribute profits before losses are covered and the statutory surplus reserve is withdrawn.

Dissolution and Liquidation

According to the Company Law, the company shall be dissolved under any of the following circumstances:

(1) Business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association arise;

(2) The Shareholders' general meeting resolves to dissolve the company;

(3) A dissolution is required due to merger or division of the company;

(4) The company is revoked of business license according to law, ordered to close or canceled;

(5) If the company has serious difficulties in its operation and management, and its continued existence will cause major losses to the interests of Shareholders and cannot be resolved by other means, the people's court shall dissolve the company at the request of Shareholders holding more than ten percent of the company's voting rights.

In the event a company falls under item (1) or (2) above and has not yet distributed property to its shareholders, it may carry on its existence by amending its Articles of Association or by a resolution of the Shareholders' general meeting. The amendment of the Articles of Association in accordance with provisions set out above shall require approval of more than two thirds of voting rights of Shareholders attending the Shareholders' general meeting.

Where the company is dissolved in the circumstances described in subparagraphs (1), (2), (4) or (5) above, a liquidation committee shall be established and the liquidation process shall commence within 15 days after the occurrence of an event of dissolution.

The liquidation committee shall be composed of the directors, unless it is otherwise provided for in the company's articles of association or it is otherwise elected by the shareholders' meeting. The liquidation committee fails to be formed within the time limit or fails to carry out the liquidation after its formation, any interested party may request the people's court to designate relevant persons to form a liquidation committee. The people's court shall accept such request and organize a liquidation committee to carry out the liquidation in a timely manner.

The liquidation committee shall exercise the following functions and power during liquidation:

(1) to clear up the assets of the company and prepare a balance sheet and property list respectively;

(2) to notify creditors by a notice or public announcement;

(3) to handle the outstanding business of the company in connection with liquidation;

(4) to settle all outstanding tax payment and the tax payment which arise in the course of the liquidation process;

(5) to clear up claims and debts;

(6) to distribute the remaining assets after full payment of the company's debts;

(7) to participate in civil litigation on behalf of the company.

The liquidation committee shall notify the company's creditors within 10 days after its establishment and make a public notice in the newspaper or on the National Enterprise Credit Information Publicity System within 60 days. A creditor shall lodge his/her claim with the liquidation committee within 30 days after receiving the notification, or within 45 days of the public notice if he/she did not receive any notification. A creditor shall state all matters relevant to his/her creditor rights in making his/her claim and furnish evidence. The liquidation committee shall register such claims. The liquidation committee shall not make any debt rights settlement to creditors during the period of claim.

Upon liquidation of properties and the preparation of the balance sheet and inventory of assets, the liquidation committee shall draw up a liquidation plan to be submitted to the Shareholders' general meeting or people's court for confirmation.

The company's remaining assets after payment of liquidation expenses, wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed to Shareholders according to their shareholding proportion. The company shall continue to exist during the liquidation period but shall not carry out any business operation unrelated to the liquidation. The company's properties shall not be distributed to the Shareholders before repayments are made in accordance to the foregoing provisions.

Upon liquidation of the company's properties and the preparation of the balance sheet and inventory of assets, if the liquidation committee becomes aware that the company does not have sufficient assets to meet its liabilities, it shall apply to the people's court for bankruptcy liquidation.

After the people's court accepts the bankruptcy petition, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator appointed by the people's court.

Upon completion of the liquidation, the liquidation committee shall submit a liquidation report to the Shareholders' general meeting or the people's court for confirmation. Thereafter, the report shall be submitted to the registration authority of the company in order to cancel the company's registration. The members of the liquidation committee performing their duties of liquidation are obliged to loyalty and diligence.

Any member of the liquidation committee who neglects to fulfill his/her liquidation duties, thus causing any loss to the company shall be liable for compensation, and any member of the liquidation committee who cause any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.

Loss of Share Certificates

In the event that a registered share certificate is lost, stolen or destroyed, the Shareholder concerned may apply to the People's Court to declare the certificate null and void in accordance with the relevant provisions of the Civil Procedure Law. After the people's court has invalidated such share certificate through the public notice procedure, the Shareholder may apply to the company for re-issuance of a certificate for the share.

Merger and Division

A merger of companies may take the form of merger by absorption or merger by new establishment. In the case of a merger by absorption, a company absorbs another company and the absorbed company shall be dissolved. In the case of a merger by new establishment, two or more companies combine together for the establishment of a new one, and the pre-merger companies shall be dissolved.

PRC SECURITIES LAWS AND REGULATIONS

China has enacted a number of regulations governing the issuance and trading of our Shares and the disclosure of information. In October 1992, the State Council set up the Securities Commission of the State Council and the CSRC. The Securities Commission of the State Council is responsible for coordinating the drafting of securities-related laws and regulations, formulating policies on securities matters, planning the development of the securities market, and guiding, coordinating and supervising all organizations involved in securities matters in China, as well as managing the China Securities Regulatory Commission (CSRC). The CSRC is a regulatory body under the Securities Commission of the State Council, responsible for drafting regulatory laws and regulations governing the securities market, supervising securities companies, overseeing public offerings of securities by Chinese companies in China and abroad, regulating securities trading, compiling securities-related statistics, and conducting related research and analysis. On March 29, 1998, the State Council merged the two organizations and reformed the CSRC.

On April 22, 1993, the State Council promulgated the Provisional Regulations on the Administration of Share Issuance and Trading (《股票發行與交易管理暫行條例》) to regulate the application and approval procedures for public offerings of equity securities, the purchase and sale of equity securities, the acquisition of listed companies, the deposit, settlement and transfer of listed equity securities, and the disclosure of information on listed companies, investigations, penalties and the resolution of disputes.

On December 25, 1995, the State Council promulgated the Regulations of the State Council on Domestically Listed Foreign Shares of Joint Stock Limited Companies (《國務院關於股份有限公司境內上市外資股的規定》), which mainly regulate the issuance, subscription, purchase and sale of domestically listed foreign Shares and dividend declaration, and the disclosure of information by joint stock limited companies that own domestically listed foreign Shares.

The Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the "PRC Security Law") became effective on July 1, 1999 and was amended on August 28, 2004, October 27, 2005, June 29, 2013, August 31, 2014 and December 28, 2019, respectively. This is China's first national securities law, regulating, among other things, the issuance and trading of securities, takeovers of listed companies, stock exchanges, securities companies and the duties of securities regulatory authorities under the State Council. The PRC Security Law comprehensively regulates the activities of China's securities market. Article 224 of the PRC Security Law provides that domestic enterprises that directly or indirectly issue securities outside China or list and trade their securities outside China shall comply with the relevant provisions of the State Council. At present, the issuance and trading of overseas issued securities (including H Shares) are mainly regulated by rules and regulations promulgated by the State Council and the CSRC.

The Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請「全流通」業務指引》) was promulgated on November 14, 2019, which was amended on August 10, 2023. The purpose of the Guidelines is to regulate the listing and circulation on the Stock Exchange of the unlisted domestic Shares of H-share companies listed on the Hong Kong Stock Exchange (including unlisted domestic Shares held by domestic Shareholders prior to their listing overseas, unlisted domestic Shares issued domestically after their listing overseas, and unlisted Shares held by Shareholders outside Hong Kong) (hereinafter referred to as "full circulation"). To apply for full circulation, an H-Share company shall file the application with the CSRC. H-share companies may make separate or simultaneous applications for "full circulation" when applying for overseas refinancing. Unlisted domestic companies may apply for "full circulation" at the same time as they apply for an overseas initial public offering and listing.

ARBITRATION AND ENFORCEMENT OF ARBITRAL AWARDS

The Arbitration Law of the People's Republic of China (《中華人民共和國仲裁法》) (the "Arbitration Law") was adopted on August 31, 1994, became effective on September 1, 1995, and was amended on August 27, 2009, September 1, 2017, and September 12, 2025, respectively. The latest amendment came into effect on March 1, 2026. The Arbitration Law applies when the parties have agreed in writing to submit the dispute in question to an arbitration commission constituted under the Arbitration Law for the arbitration of disputes relating to contracts and other property, and the parties to the dispute shall be natural persons, legal persons and other organizations. Unless the arbitration agreement is invalid, the people's court shall not accept a dispute that has been settled by arbitration in accordance with the agreement of the parties.

According to the Arbitration Law and the Civil Procedure Law, the award made by the arbitration institution is final and binding on both parties to the arbitration. If one of the parties to the arbitration fails to comply with the arbitral award, the other party to the arbitral award may apply to the people's court for enforcement. The people's court shall enforce the arbitral award upon receipt of the relevant application. If the arbitration procedure is unlawful (including, but not limited to, the composition of the Arbitration Commission or the procedure of the arbitration being in violation of the statutory procedure, or the matters to be awarded not falling within the scope of the arbitration agreement or the Arbitration Commission not having the authority to arbitrate), the people's court, after forming a collegial panel to examine and verify the matter, decides that the arbitration decision made by the Arbitration Commission shall not be enforced.

A party seeking to enforce an arbitral award made by the China Arbitration Commission against another party who is not physically present in China or whose property is not located in China may apply for enforcement of the arbitral award to a foreign court having jurisdiction over the case. Similarly, arbitral awards made by foreign arbitral institutions may also be recognized and enforced by Chinese courts in accordance with the principle of reciprocity or any international treaty signed or acceded to by China. China acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (《承認及執行外國仲裁裁決公約》) (the "New York Convention"), adopted on June 10, 1958, pursuant to a resolution of the Standing Committee of the

National People's Congress adopted on December 2, 1986. Under the New York Convention, member states of the New York Convention are required to recognize and enforce all arbitral awards made by other member states under the New York Convention, but are entitled to refuse to enforce an arbitral award in a number of circumstances, including where enforcement of the arbitral award conflicts with the public policy of the state in which the arbitration is to be enforced. Upon China's accession to the New York Convention, the Standing Committee of the National People's Congress declared that: (i) the New York Convention applies only to the recognition and enforcement of arbitral awards rendered on the basis of principles of equity in the territories of the other parties; and (ii) the New York Convention applies only to disputes that are deemed to arise out of a contractual or non-contractual commercial legal relationship under the laws of China.

Pursuant to the Arrangement of the Supreme People's Court Concerning Reciprocal Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的安排》) promulgated by the Supreme People's Court on January 24, 2000, which came into effect on February 1, 2000, and the Supplementary Arrangement of the Supreme People's Court Concerning Reciprocal Enforcement of Arbitral Awards between the Chinese Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排》) promulgated on November 26, 2020 (with Articles I and IV coming into force on November 27, 2020, and Articles II and III coming into force on May 19, 2021), the Hong Kong courts have agreed to enforce awards made under the Arbitration Law by Chinese Mainland arbitral institutions (the list of which was provided by the former Legislative Affairs Office of the State Council through the Hong Kong and Macao Affairs Office of the State Council), and the people's courts of Chinese Mainland have agreed to enforce awards made in Hong Kong in accordance with the Hong Kong Arbitration Ordinance. If a court in mainland China decides that to enforce the arbitration award in mainland China is contrary to the social public interests of mainland China, or if a court of the Hong Kong decides that to enforce the arbitration award in the Hong Kong is contrary to public policy in the Hong Kong, such a court may refuse to enforce the said award.

JUDICIAL DECISION AND ENFORCEMENT

According to the Arrangement of the Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements Between Parties Concerned (《關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》) promulgated by the Supreme People's Court on July 3, 2008 and implemented on August 1, 2008, a party with a final court judgment rendered by a PRC court and a Hong Kong court requiring payment of money in a civil or commercial case pursuant to a choice of court agreement in writing may apply to the PRC court or Hong Kong court for recognition and enforcement of the judgment according to the Arrangement. "A choice of court agreement in writing" is defined as any agreement in writing entered into between parties for the purpose of resolving a dispute that has arisen or is likely to arise in connection with a particular legal relationship, in which a PRC court or a Hong Kong court is expressly designated as the court having sole jurisdiction for the dispute. Accordingly, the final court judgment satisfying the aforesaid conditions of the Arrangement may be recognized and enforced by the PRC court or Hong Kong court upon the application by the parties concerned. On January 18, 2019, the Supreme People's Court and the Hong Kong Government signed the Arrangement on Mutual Recognition and Enforcement of Judgments in Civil and Commercial Cases between the Courts of the Mainland and the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) (the "New Arrangement"), with the aim of establishing a more transparent and clearer mechanism for the reciprocal recognition and enforcement of a wider range of judgments in civil and commercial cases between Hong Kong and China. The New Arrangement came into effect on January 29, 2024 and replaced the Arrangement of the Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements Between Parties Concerned.

The primary purpose of this Appendix is to provide potential investors with an overview of the Articles of Association of the Company. Accordingly, it may not contain all information that may be material to potential investors.

(I) DIRECTORS AND THE BOARD

1. Power to Allot and Issue Shares

The Articles of Association contain no provision granting the Board the power to allot or issue shares. The Board shall formulate plans for increasing or reducing the registered capital of the Company, issuing bonds or other securities, and for listing, which must be approved by the shareholders' meeting. The issuance of shares shall follow the procedures prescribed by applicable laws, regulations, and securities regulatory rules.

2. Power to Dispose of Assets of the Company or Any Subsidiary

The Board shall determine the authority with respect to external investment, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, connected (related) transactions, and external donations, and shall establish stringent review and decision-making procedures. Major investment projects shall be subject to evaluation by relevant experts and professionals and submitted to the shareholders' meeting for approval.

3. Compensation or Payment for Loss of Office

The shareholders' meeting may resolve to remove a director, and such removal shall take effect on the date of the resolution. Where a director is removed before the expiration of his/her term of office without proper cause, such director may request the Company to provide compensation.

4. Loans to Directors

The Articles of Association contain no provision regarding the granting of loans to directors.

5. Financial Assistance for Acquisition of Shares in the Company or Any Subsidiary

Neither the Company nor its subsidiaries (including affiliated enterprises of the Company) may provide financial assistance in the form of gifts, advances, guarantees, compensations, loans, or otherwise, for any person to acquire or intends to acquire shares in the Company, except where the Company implements an employee share ownership plan.

For the benefit of the Company, the Company may, by resolution of the shareholders' meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the shareholders' meeting, provide financial assistance to any person for acquiring shares in the Company or its parent company. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the Board to this effect must be approved by more than two-thirds of all directors.

6. Disclosure of Interests in Contracts with the Company or Any Subsidiary

No director, close relative of a director, any enterprise directly or indirectly controlled by any of them, or any connected person otherwise connected with any of them shall enter into any contract or conduct any transaction with the Company in violation of the provisions of the Articles of Association or without the approval of the shareholders' meeting.

7. Remuneration

The shareholders' meeting has the authority to determine matters relating to the remuneration of directors.

8. Resignation, Appointment, and Removal

The Company has established a Board consisting of nine directors, of whom three are independent non-executive directors. The Board shall have one chairman, elected by a majority vote of all directors.

Directors shall be elected or replaced by the shareholders' meeting and may, before the expiration of their term of office, be removed by an ordinary resolution of the shareholders' meeting. The term of office of a director is three years, renewable upon re-election.

The term of office of a director shall commence from the date of assumption of office and shall end upon the expiry of the current term of the Board. If re-election is not conducted in a timely manner upon expiry of the term, the original directors shall, before the newly elected directors assume office, continue to perform their duties as directors in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Any person appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office until the first annual shareholders' meeting of the Company following his/her appointment and shall then be eligible for re-election.

Directors of the Company shall be natural persons. A person shall not serve as a director of the Company under any of the following circumstances:

(1) having no capacity for civil conduct or having limited capacity for civil conduct;

(2) having been sentenced to criminal penalties for embezzlement, bribery, misappropriation of property, misappropriation of funds, or for disrupting the socialist market economic order, or having been deprived of political rights due to criminal offenses, where five years have not elapsed since the expiration of the enforcement period, or where a suspended sentence has been declared and two years have not elapsed since the expiration of the probation period;

(3) having served as a director, factory director, or manager of a company or enterprise that underwent bankruptcy liquidation and being personally liable for the bankruptcy of such company or enterprise, where three years have not elapsed since the conclusion of such bankruptcy liquidation;

(4) having served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close due to violations of laws, and being personally liable, where three years have not elapsed since the date of revocation of the business license or the date of closure;

(5) having substantial personal debts that have become due but remain unpaid and being listed as a discredited judgment debtor by the people's court;

(6) being subject to a market access ban imposed by the China Securities Regulatory Commission, where the ban has not yet expired;

(7) having been publicly determined by a stock exchange to be unsuitable to serve as a director or senior management member of a listed company, where the relevant period has not yet expired;

(8) other circumstances as provided under laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, or by relevant regulatory authorities.

Where a person is elected, appointed, or engaged as a director in violation of the above provisions, such election, appointment, or engagement shall be invalid. Where any of the above circumstances arises with respect to a director during his/her term of office, the Company shall remove such director from office and terminate his/her performance of duties.

9. Borrowing Powers

The Board shall formulate plans for the issuance of bonds or other securities and for listing. The shareholders' meeting shall adopt resolutions on the issuance of corporate bonds. The shareholders' meeting may authorize the Board to adopt resolutions on the issuance of corporate bonds.

(II) AMENDMENT OF ORGANIZATIONAL DOCUMENTS

Amendments to the Articles of Association shall be adopted by special resolution of the shareholders' meeting.

The Company shall amend the Articles of Association under any of the following circumstances:

1. where the Company Law, other applicable laws, administrative regulations, the Hong Kong Listing Rules, or other securities regulatory rules of the place where the Company's shares are listed are amended, and any provision of the Articles of Association conflicts with such amended laws, administrative regulations, the Hong Kong Listing Rules, or other securities regulatory rules of the place where the Company's shares are listed;

2. where there is a change in the circumstances of the Company such that they are inconsistent with matters recorded in the Articles of Association;

3. where the shareholders' meeting resolves to amend the Articles of Association.

Where matters relating to amendments to the Articles of Association adopted by a resolution of the shareholders' meeting that require approval by the competent authority, such approval shall be obtained; where the amendments involve matters relating to company registration, the relevant change in registration shall be carried out in accordance with the law.

(III) MODIFICATION OF RIGHTS OF EXISTING SHARES OR CLASSES OF SHARES

The Articles of Association contain no provision regarding modification of the rights of existing shares or classes of shares.

(IV) SPECIAL RESOLUTIONS REQUIRING APPROVAL BY A MAJORITY OF SHAREHOLDERS

Resolutions of the shareholders' meeting are classified into ordinary resolutions and special resolutions.

An ordinary resolution of the shareholders' meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies of shareholders) present at the shareholders' meeting.

A special resolution of the shareholders' meeting shall be passed by not less than two-thirds of the voting rights held by the shareholders (including proxies of shareholders) present at the shareholders' meeting.

The following matters shall be approved by an ordinary resolution of the shareholders' meeting: (I) the work report of the Board and the Audit Committee; (II) the profit distribution plan and loss recovery plan formulated by the Board; (III) the appointment and removal of members of the Board and the Audit Committee and their remuneration and payment methods; (IV) other matters except those which, according to laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, must be approved by special resolution.

The following matters shall be approved by a special resolution of the shareholders' meeting: (I) the increase or decrease of the registered capital of the Company; (II) the division, spin-off, merger, dissolution, or liquidation of the Company; (III) amendments to the Articles of Association; (IV) purchase or sale of material assets, or provision of guarantees to others, within one year where the transaction amount exceeds 30% of the total assets of the Company as shown in the latest audited financial statements; (V) equity incentive plans and employee share ownership plans; (VI) other matters required by laws, administrative regulations, or the Articles of Association, as well as other matters that may have a significant impact on the Company as determined by an ordinary resolution of the shareholders' meeting and therefore require approval by special resolution.

(V) VOTING RIGHTS

Shareholders (including proxies of shareholders) shall exercise their voting rights in proportion to the number of voting shares they hold, with each share carrying one vote.

Shares of the Company held by the Company itself shall have no voting rights and shall not be included in the total number of voting shares present at the shareholders' meeting.

Where a shareholder acquires shares of the Company carrying voting rights in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, the portion of shares acquired in excess of the prescribed ratio shall not carry voting rights within thirty-six months after the acquisition, and shall not be included in the total number of voting shares present at the shareholders' meeting.

The Board, independent non-executive directors, shareholders holding more than 1% of the Company's voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the requirements of the China Securities Regulatory Commission may publicly solicit voting rights from shareholders. In soliciting voting rights, sufficient disclosure of specific voting intentions and other information shall be made to the solicited parties. It is prohibited to solicit voting rights in exchange for consideration or in disguised form of consideration.

When the shareholders' meeting considers connected transactions, connected shareholders shall abstain from voting, and the voting rights represented by them shall not be counted in the total number of valid votes, nor may they act as proxies for other shareholders in exercising voting rights. The announcement of the resolution of the shareholders' meeting shall fully disclose the voting results of non-connected shareholders.

(VI) REQUIREMENTS FOR THE ANNUAL SHAREHOLDERS' MEETING

Shareholders' meetings are classified into annual shareholders' meetings and extraordinary shareholders' meetings. An annual shareholders' meeting shall be convened once for each fiscal year and shall be held within six months after the end of the preceding fiscal year.

(VII) ACCOUNTS AND AUDIT

1. Financial and Accounting Policies

The Company shall formulate its financial and accounting policies in accordance with laws, administrative regulations, departmental rules, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the provisions of relevant state authorities.

2. Appointment and Removal of Accountants

The Company shall engage an accounting firm to conduct audits of its financial statements, verification of net assets, and other related consulting services. The term of engagement shall be one year and may be renewed.

The appointment or removal of an accounting firm shall be decided by the shareholders' meeting and must be approved by more than half of the valid voting rights held by all shareholders. Except as otherwise provided in the Articles of Association, the Board shall not appoint an accounting firm before a resolution of the shareholders' meeting has been passed.

If a vacancy arises in the position of the accounting firm, the Board may appoint an accounting firm to fill such vacancy before the convening of the shareholders' meeting. An accounting firm so appointed shall hold office only until the resolution of the next annual shareholders' meeting but shall be eligible for re-appointment. During the period of such vacancy, any other accounting firm then in office may continue to act.

Notwithstanding any contractual provisions between the accounting firm and the Company, the shareholders' meeting may, by ordinary resolution, resolve to remove the accounting firm before the expiration of its term of office.

When the Company removes or decides not to renew the engagement of an accounting firm, it shall give the accounting firm 30 days' prior notice. When the shareholders' meeting votes on the removal of the accounting firm, the accounting firm shall be entitled to present its opinion.

Where an accounting firm proposes its resignation, it shall state to the shareholders' meeting whether there are any irregularities in the Company.

Where laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed provide otherwise with respect to matters concerning accounting firms, such provisions shall prevail.

(VIII) MEETING NOTICES AND MATTERS FOR DISCUSSION

The Company shall convene an extraordinary shareholders' meeting within two months from the occurrence of any of the following circumstances: (I) the number of directors falls below two-thirds of the number prescribed by the Company Law or by the Articles of Association; (II) unrecovered losses of the Company reach one-third of the total share capital; (III) shareholders holding individually or collectively more than 10% of the Company's shares request a meeting; (IV) the Board considers it necessary; (V) the Audit Committee proposes to convene a meeting; (VI) other circumstances as prescribed by laws, administrative regulations, departmental rules, the Listing Rules of the Stock Exchange of Hong Kong and the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Shareholders' meetings shall be convened by the Board. Where more than half of all independent non-executive directors agree, such directors shall have the right to propose the convening of an extraordinary shareholders' meeting. Upon receiving a proposal from independent non-executive directors to convene an extraordinary shareholders' meeting, the Board shall provide a written response within ten days, in accordance with laws, administrative regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the Articles of Association, indicating whether it agrees or disagrees with convening the extraordinary shareholders' meeting. If the Board agrees to convene the extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five days following the Board resolution. If the Board disagrees to convene the extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

When the Audit Committee proposes to convene an extraordinary shareholders' meeting, the proposal shall be submitted to the Board in writing. The Board shall, within ten days upon receipt of the proposal, provide a written response indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting in accordance with laws, administrative regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the Articles of Association. If the Board agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five days following the Board resolution. Any changes to the original proposal in the notice shall be subject to approval by the Audit Committee. If the Board disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days upon receipt of the proposal, it shall be deemed unable or unwilling to fulfill its duty to convene the shareholders' meeting, and the Audit Committee may convene and preside over the meeting itself.

When shareholders holding individually or collectively more than 10% of the Company's shares request an extraordinary shareholders' meeting, such request shall be submitted to the Board in writing. The Board shall, within ten days upon receipt of the request, provide a written response indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting in accordance with laws, administrative regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the Articles of Association. If the Board agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five days following the Board resolution. Any changes to the original request in the notice shall be subject to approval by the relevant shareholders. If the Board disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days upon receipt of the request, shareholders holding individually or collectively more than 10% of the Company's shares shall have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and shall put forward such proposal to the Audit Committee in writing. If the Audit Committee agrees to convene an extraordinary shareholders' meeting, the notice of the shareholders' meeting shall be issued within five days upon receipt of the request. Any changes to the original request in the notice shall be subject to approval by the relevant shareholders. If the Audit Committee fails to serve the notice of shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting, and the shareholders holding individually or collectively more than 10% of the Company's shares for more than 90 days consecutively may convene and preside over the meeting by themselves.

The convener shall notify all shareholders of an annual shareholders' meeting by announcement at least 21 days prior to the meeting, and of an extraordinary shareholders' meeting by announcement at least 15 days prior to the meeting. The aforementioned periods shall not include the day of the meeting.

(IX) TRANSFER OF SHARES

The Company's shares shall be transferred in accordance with the laws. The transfer of the Company's shares must be registered with the local share registration institution entrusted by the Company.

All transfers of H Shares shall be effected by a written instrument of transfer in the ordinary form or any other form acceptable to the Board (including the standard transfer form or registration form prescribed by the Hong Kong Stock Exchange from time to time); such instrument of transfer may only be executed by hand or under the Company's official seal (where the transferor or transferee is the Company). If the transferor or transferee is a recognized clearing house or its nominee as defined under the relevant laws and regulations of Hong Kong in force from time to time, the instrument of transfer may be executed in handwritten or printed form. All instruments of transfer shall be kept at the Company's registered office or such other address as determined by the Board from time to time.

Shares issued prior to the Company's public offering shall not be transferred within one year from the date when the Company's shares are listed and traded on a securities exchange.

Directors and senior management members of the Company shall declare to the Company the shares of the Company held by them and any changes therein. During their term of office as determined at the time of appointment, the shares transferred in any year shall not exceed 25% of the total shares held by them. Shares held by them shall not be transferred within one year from the date when the Company's shares are listed and traded. Such persons shall not transfer their shares within six months after leaving office.

Where laws, administrative regulations, CSRC, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed or the securities exchange impose other restrictions on the transfer of overseas-listed shares, such provisions shall apply.

(X) COMPANY'S POWER TO REPURCHASE ITS SHARES

The Company shall not purchase its own shares, except in any of the following circumstances: (I) to reduce the Company's registered capital; (II) to effect a merger with another company holding the Company's shares; (III) to provide shares for an employee shareholding scheme or equity incentive plan; (IV) where a shareholder objects to a resolution of the shareholders' meeting regarding a merger or division and requests the Company to repurchase its shares; (V) to provide shares for the conversion of convertible bonds issued by the Company; (VI) Where necessary to maintain the Company's value and shareholders' interests; (VII) other circumstances permitted by laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed.

The Company may repurchase its shares through public centralized trading or by other means permitted by laws, regulations, and the CSRC or the securities regulatory authorities of the place where the Company's shares are listed.

Where the Company repurchases shares under circumstances (III), (V), or (VI) above, such repurchase shall be conducted through public centralized trading.

Where the Company repurchases shares under circumstances (I) or (II) above, shareholder approval shall be obtained at a shareholders' meeting. Where the Company repurchases shares under circumstances (III), (V), or (VI) above, subject to compliance with the Hong Kong Listing Rules and other applicable securities regulatory rules of the place where the Company's shares are listed,

such repurchase may be approved by a resolution of the Board meeting attended by more than two-thirds of all directors, in accordance with the provisions of the Articles of Association or under authorization by the shareholders' meeting.

After repurchasing the Company's shares pursuant to the Hong Kong Listing Rules and other applicable securities regulatory rules of the place where the Company's shares are listed, the following shall apply: For circumstance (I), the shares shall be cancelled within ten days from the date of repurchase; for circumstances (II) and (IV), the shares shall be transferred or cancelled within six months; for circumstances (III), (V), and (VI), the aggregate number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

Where relevant laws, administrative regulations, departmental rules, other regulatory documents, or the securities regulatory rules of the place where the Company's shares are listed provide otherwise regarding the repurchase of the Company's shares, such provisions shall prevail.

(XI) POWER OF ANY SUBSIDIARY TO HOLD SHARES OF ITS PARENT COMPANY

The Articles of Association contain no provisions regarding any subsidiary of the Company holding shares of its parent company.

(XII) DIVIDENDS AND OTHER DISTRIBUTIONS

When distributing after-tax profits for a given year, the Company shall allocate 10% of the profits to its statutory reserve fund. Where the accumulated amount of the statutory reserve fund has exceeded 50% of the registered capital of the Company, no further allocation shall be required.

If the Company's statutory reserve fund is insufficient to make up for losses from the previous years, such losses shall first be made up from the profits of the current year before any allocations are made to the statutory reserve fund in accordance with the preceding paragraph.

After allocations to the statutory reserve fund, and upon resolution of the shareholders' meeting, the Company may also allocate discretionary reserve funds from its after-tax profits.

The remaining after-tax profits, after covering losses and allocating reserve funds, shall be distributed to shareholders in proportion to their shareholdings, except where otherwise provided that distribution not in proportion to shareholdings may be approved by a majority of not less than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.

If the shareholders' meeting distributes profits to shareholders in violation of the aforementioned articles, the shareholders shall return the improperly distributed profits to the Company; shareholders, as well as responsible directors and senior management members, shall bear liability for any losses caused to the Company.

Shares of the Company held by the Company itself shall not be entitled to any profit distribution.

The Company shall appoint one or more receiving agents in Hong Kong, who shall be responsible for receiving dividends declared by the Company in respect of its securities listed on the Stock Exchange of Hong Kong and other moneys payable in connection therewith, and shall hold such moneys in trust for the holders of such securities pending payment to them.

(XIII) APPOINTMENT OF REPRESENTATIVES

All shareholders registered on the record date or their proxies are entitled to attend the shareholders' meeting and exercise voting rights in accordance with applicable laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Shareholders may attend shareholders' meetings in person or appoint their proxies to attend and vote on their behalf. Each shareholder is entitled to appoint one proxy, who need not be a shareholder of the Company.

An individual shareholder who attends in person shall present his/her identity card or any other valid document or certificate establishing identity. A proxy attending on behalf of a shareholder shall present his/her own valid identity document and the shareholder's written proxy form.

A corporate shareholder shall be represented by its legal representative or by a proxy appointed by the legal representative at a shareholders' meeting. If the legal representative attends, he/she shall present his/her identity card and a valid certificate evidencing his/her status as legal representative. If a proxy attends, he/she shall present his/her identity card and the written proxy form issued by the legal representative of the corporate shareholder in accordance with the law. Once a corporate shareholder has appointed a representative to attend any meeting, the corporate shareholder shall be deemed to be attending in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer.

A partnership shareholder shall be represented by its executing partner or by a proxy appointed by the executing partner; if the executing partner is not a natural person, the meeting shall be attended by the representative appointed by the executing partner or by a proxy appointed by that representative. An executing partner or the representative appointed by an executing partner who attends the meeting shall present his/her identity card and a valid certificate evidencing his/her status as executing partner or appointed representative. A proxy attending on behalf of a partnership shareholder shall present his/her identity card and the written proxy form issued by the executing partner or the representative appointed by the executing partner in accordance with the law. Once a partnership shareholder has appointed a representative to attend any meeting, such shareholder shall be deemed to be attending in person. A partnership shareholder may also have the proxy form signed by any person duly authorized by it.

If the shareholder is a Recognized Clearing House (or agent thereof) as defined in the relevant ordinances of Hong Kong from time to time, the said shareholder may authorize its corporate representative or one or more persons as it thinks fit to act on its behalf at any shareholders' meeting or meeting of creditors; however, where more than one persons are thus authorized, the power of attorney shall specify the numbers and classes of shares in respect of which each such person is authorized, and shall be signed by an authorized officer of the Recognized Clearing House. The person thus authorized may represent the Recognized Clearing House (or agent thereof) at the meeting to exercise the statutory rights available to other shareholders (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization), including the right to speak and vote, as if that person were an individual shareholder of the Company.

Where the instrument of proxy is signed by a person authorized by the appointing shareholder, the power of attorney or other documents authorizing such person to sign the instrument of proxy shall be notarized. The notarized power of attorney or other authorization documents, together with the instrument of proxy, shall be lodged at the address of the Company or at other places specified in the notice of meeting.

(XIV) CALLS ON SHARES AND FORFEITURE OF SHARES

There are no provisions in the Articles of Association regarding calls on shares or forfeiture of shares.

(XV) INSPECTION OF REGISTER OF MEMBERS

The Company shall make a register of shareholders in accordance with evidentiary documents provided by the securities registration authorities. The register of shareholders is sufficient evidence of a shareholder's holding of shares in the Company. Shareholders enjoy relevant rights and assume the relevant obligations in accordance with the class of shares they hold; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The register of shareholders consists of the following parts: (I) the part kept at the Company's domicile, excluding the parts referred to in items (II) and (III); (II) the H-share register kept at the place where the Company's shares are listed, which must be maintained in Hong Kong and be open to inspection by shareholders; however, the Company may close register of members in accordance with the laws and regulatory rules (or equivalent provisions, including Section 632 of the Hong Kong Companies Ordinance) of the place where the Company's shares are listed; (III) any register of shareholders that the Board decides to maintain elsewhere for the purpose of the listing of the Company's shares.

Shareholders have the right to inspect and obtain copies of the register of shareholders.

(XVI) QUORUM FOR SHAREHOLDERS' MEETINGS AND CLASS MEETINGS

The Articles of Association contain no provisions regarding the quorum for shareholders' meetings or class meetings.

(XVII) RIGHTS OF MINORITY SHAREHOLDERS IN CASES OF FRAUD OR OPPRESSION

Where the directors or senior management members (other than a member of the Audit Committee) violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties, causing losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Audit Committee to file a lawsuit with the people's court in writing; where members of the Audit Committee violate the provisions of laws, administrative regulations or the Articles of Association in the performance of duties, causing losses to the Company, the aforesaid shareholders may request the Board to file a lawsuit with the people's court in writing.

Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Audit Committee or the Board refuses to file a lawsuit or fails to file a lawsuit within 30 days from receipt of such request, or in the event of emergency where the interests of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people's court in their own name for the interests of the Company.

Where any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in the first paragraph may file a lawsuit with the people's court pursuant to the provisions of the preceding two paragraphs.

Where any director, supervisor or senior management member of a wholly-owned subsidiary of the Company, in the performance of their duties, violates the provisions of laws, administrative regulations or the Articles of Association and thereby causes loss to the Company, or where any other party infringes the lawful rights and interests of the wholly-owned subsidiary and thereby causes loss to the Company, the shareholders severally or jointly holding 1% or more of the

Company's shares for a period of 180 consecutive days or longer may, in accordance with the aforementioned three paragraphs, in writing request the board of supervisors or the board of directors of the wholly-owned subsidiary to bring a lawsuit with the people's court, or may directly bring a lawsuit with the people's court in their own name.

Shareholders of the Company who abuse shareholders' rights and cause damages to the Company and other shareholders shall be liable for compensation pursuant to the law. Shareholders who abuse the independent legal person status of the Company and shareholders' limited liability to evade debts and severely infringe upon interests of the Company's creditors shall assume joint and several liabilities for the Company's debts.

If the Company's controlling shareholder or de facto controller instructs any director or senior management member to engage in conduct that harms the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall be jointly and severally liable with the director or senior management member concerned.

(XVIII) LIQUIDATION PROCEDURE

The Company shall be dissolved for any of the following reasons: (I) the term of its operation set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred; (II) the shareholders have resolved at a shareholders' meeting to dissolve the Company; (III) the Company is dissolved by reason of its merger or division; (IV) the business license of the Company is revoked or the Company is ordered to close down or is rescinded in accordance with the laws; or (V) the Company is dissolved by a people's court in response to the request of shareholders holding shares that represent more than 10% of the voting rights of the Company, on the grounds that the operation and management of the Company has suffered serious difficulties that cannot be resolved through other means, rendering ongoing existence of the Company a cause for significant losses to the shareholders.

Where any of the aforesaid circumstances for dissolution arises, the Company shall make a public announcement of the dissolution event through the National Enterprise Credit Information Publicity System within 10 days.

Where the Company is dissolved pursuant to items (I), (II), (IV), and (V) above, liquidation shall be carried out. The directors of the Company are the liquidation obligors and shall, within 15 days from the occurrence of the dissolution event, form a liquidation committee to conduct the liquidation.

The liquidation committee shall, within 10 days from its establishment, notify creditors, and shall, within 60 days, make a public announcement in a newspaper recognized by the market regulatory authority at the place where the Company or on the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if no notice is received, declare their claims to the liquidation committee.

After liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

After the Company's property has been applied to pay liquidation expenses, wages of employees, social insurance expenses, and statutory compensation, overdue taxes, and the Company's debts, the remaining assets shall be distributed among the shareholders in proportion to their shareholdings.

Where, after liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to settle its debts, it shall apply to the people's court for bankruptcy liquidation in accordance with the law.

Upon acceptance of the bankruptcy petition by the people's court, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and file it with the company registration authority for deregistration of the Company.

(XIX) OTHER IMPORTANT PROVISIONS FOR THE COMPANY OR SHAREHOLDERS

1. General Provisions

The Company is a permanently existing joint stock limited company.

The shareholders of the Company shall bear liability for the Company to the extent of the shares they subscribe for, and the Company shall bear liability for the debts of the Company with all its assets.

From the date on which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding document to the Company, its shareholders, directors, and senior management members, regulating the Company's organization and activities, and the rights and obligations between the Company and shareholders and among the shareholders inter se. Pursuant to the Articles of Association, a shareholder may sue another shareholder; a shareholder may sue any director or senior management member of the Company; a shareholder may sue the Company; and the Company may sue any shareholder, director or senior management member.

2. Increase and Decrease of Capital

In accordance with laws, regulations, and upon a resolution made by the shareholders' meeting, the Company may increase its capital in the following ways as needed for its operation and development: (I) issuing shares to unspecified objects; (II) issuing shares to specified objects; (III) distributing bonus shares to existing shareholders; (IV) converting capital reserve into share capital; (V) other methods as prescribed by laws and administrative regulations, the Listing Rules of The Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and as approved by the CSRC and other securities regulatory authorities.

The Company may reduce its registered capital. When reducing the registered capital, the Company shall follow the procedures stipulated in the Company Law, other relevant regulations, and the Articles of Association. When reducing the registered capital, the Company shall reduce the number of shares held by shareholders proportionally, unless the shareholders' meeting resolves not to reduce the shares in proportion to the shareholding ratio.

3. Shareholders

Shareholders of the Company shall enjoy the following rights: (I) to receive dividends and other forms of profit distribution according to their respective shareholding proportions; (II) to request, convene, preside over, attend, or appoint a proxy to attend shareholders' meetings in accordance with the law, to speak at such meetings, and to exercise corresponding voting rights (unless individual shareholders are required to waive voting rights on specific matters under the regulatory rules of the place where the Company's shares are listed, such as the Hong Kong Listing Rules); (III) to supervise the Company's operations, and to make suggestions or inquiries; (IV) to transfer, gift, or pledge their shares in accordance with laws, administrative regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the Articles of Association; (V) to inspect and copy the articles of association, register of members, minutes of shareholders' meetings, resolutions of the board of directors, financial and accounting reports, and register of bondholders of the Company and its wholly-owned subsidiaries; (VI) to participate in the distribution of the Company's remaining assets

upon its termination or liquidation, according to their respective shareholding proportions; (VII) to require the Company to repurchase their shares if they dissent from a resolution on the Company's merger or division adopted by a shareholders' meeting; (VIII) other rights provided by laws, administrative regulations, departmental rules, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Shareholders of the Company shall undertake the following obligations: (I) to comply with laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed (such as the Hong Kong Listing Rules), and the Articles of Association; (II) to contribute capital in accordance with the shares subscribed for and the method of investment; (III) not to withdraw its capital except under circumstances permitted by laws and regulations; (IV) not to abuse shareholder rights to the detriment of the Company or the interests of other shareholders; and not to abuse the Company's independent legal status and the limited liability of shareholders to harm the interests of the Company's creditors; (V) other obligations stipulated by laws, administrative regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

4. The Board of Directors

The Board shall exercise the following functions and powers:

(I) convening the shareholders' meeting and submitting work reports to the shareholders' meeting;

(II) implementing resolutions of the shareholders' meeting;

(III) determining the Company's business plans and investment schemes;

(IV) formulating the Company's profit distribution plan and loss recovery plans;

(V) formulating the Company's plans for increase or reduction of registered capital, issuance of bonds or other securities and listing plan;

(VI) drafting proposals for the Company's major acquisition, purchase of the Company's shares or merger, division, dissolution and change in corporate form of the Company;

(VII) determining, within the scope of authorization granted by the shareholders' meeting, the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions, external donations, etc.;

(VIII) deciding on the internal management setup of the Company;

(IX) appointing or dismissing the Company's manager, secretary to the Board and other senior management members, and determining their emoluments, rewards and penalties; appointing or dismissing the Company's deputy general manager, chief financial officer and other senior management members based on the nominations of the manager, and determining their emoluments, rewards and penalties;

(X) formulating the Company's basic management system;

(XI) formulating proposals for any amendment to the Articles of Association;

(XII) proposing to the shareholders' meeting on the appointment or replacement of accounting firm which provides audit services to the Company;

(XIII) managing Company's disclosure matters;

(XIV) listening to the company manager's work reports and inspecting the manager's work performance;

(XV) exercising any other functions and powers accorded by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, the Articles of Association or the shareholders' meeting.

Matters exceeding the scope of authorization by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

5. Directors' Responsibilities

Directors shall comply with laws, administrative regulations and the Articles of Association, owe a duty of loyalty to the Company, must take measures to avoid conflicts between their own interests and those of the Company, and must not use their positions to obtain improper benefits.

Directors shall comply with laws, administrative regulations, and the Articles of Association, owe a duty of diligence to the Company, and in performing their duties must exercise the reasonable care that a prudent manager would normally exercise for the best interests of the Company.

6. Independent Non-executive Directors

The Company shall have a Board of Directors composed of 9 directors, including 3 independent non-executive directors.

7. Board of Supervisors

The Company does not have a supervisor or a Board of Supervisors.

8. General Manager

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors.

The term of office for the general manager shall be three years for each term. The general manager may be reappointed for consecutive terms.

The general manager shall be accountable to the Board and shall exercise the following powers: (I) to preside over the production, operation, and management of the Company, organize the implementation of the resolutions of the Board, and report to the Board; (II) to organize the implementation of the Company's annual business plans and investment proposals; (III) to formulate proposals for the establishment of the Company's internal management structure; (IV) to formulate the Company's basic management systems; (V) to establish the Company's detailed rules and regulations; (VI) to propose to the Board the appointment or dismissal of the Company's deputy general managers and chief financial officer; (VII) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board; (VIII) to review and approve other transactions or matters that do not reach the threshold requiring approval by the shareholders' meeting or the Board under laws, regulations, the Listing Rules of the Stock Exchange of Hong Kong and other regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association; (IX) other powers granted by the Articles of Association or the Board.

The manager shall attend board meetings as a non-voting delegate.

FURTHER INFORMATION ABOUT OUR COMPANY

Establishment of our Company

Our Company was established as a limited liability company in the PRC on July 16, 2020 and was subsequently converted into a joint stock limited company with limited liability on January 22, 2026 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB47,481,322.

Our Company has established a place of business in Hong Kong at 31/F, Tower 2, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on February 6, 2026. Ms. Hoi Ting Wong (黃凱婷) has been appointed as our company secretary, authorized representative and our agent for the acceptance of service of process in Hong Kong whose correspondence address is the same as our principal place of business in Hong Kong as set out above.

As a PRC established entity, our corporate structure and Articles of Association are governed by relevant laws and regulations of the PRC. A summary of the relevant provisions is set out in "Summary of Articles of Association" in Appendix V to this document.

Changes in Share Capital of Our Company

[Save as disclosed in the section headed "History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes", there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this document.]

Changes in Share Capital of Our Subsidiaries

A summary of corporate information and particulars regarding our subsidiaries as at June 30, 2026 is set out in the Accountants' Report in Appendix I. The following subsidiaries have been incorporated within the two years immediately preceding the date of this document: On September 19, 2025, Suzhou Immunofoco was established as a limited liability company in the PRC with a registered capital of RMB20,000,000. On August 23, 2024, the registered capital of Shanghai Immunofoco increased from RMB2,000,000 to RMB3,000,000. On May 26, 2025, the registered capital of Guangzhou Bioshare increased from RMB2,000,000 to RMB22,000,000. On June 15, 2026, Wuhan Bioshare was established as a limited liability company in the PRC with a registered capital of RMB40,000,000. On June 23, 2026, Guangdong Bioshare was established as a limited liability company in the PRC with a registered capital of RMB50,000,000.

Save as disclosed above, there have been no other alterations to share capital of our subsidiaries within the two years preceding the date of this document.

Resolutions of our Shareholders

Pursuant to our Shareholders' resolutions dated February 10, 2026, it has been resolved to approve, among other things:

(a) the issuance by our Company of the H Shares with a nominal value of RMB[**REDACTED**] each, and the [**REDACTED**] of such H Shares on the Hong Kong Stock Exchange;

(b) the number of H Shares to be issued pursuant to the [**REDACTED**] shall be no more than [**REDACTED**]% of the total issued share capital of our Company as enlarged by the [**REDACTED**]. Additionally, the [**REDACTED**] (or their representatives) are granted an [**REDACTED**] of not more than [**REDACTED**]% of the number of H Shares issued pursuant to the [**REDACTED**];

(c) subject to the filing procedures with the CSRC, upon completion of the [**REDACTED**], [**REDACTED**] Unlisted Shares in aggregate will be converted into H Shares on a one-for-five basis;

(d) subject to the completion of the [**REDACTED**], the conditional adoption of the Articles of Association which shall become effective on the [**REDACTED**], and the authorization of the Board to amend the Articles of Association in accordance with relevant laws, regulations, and the Listing Rules requirements; and

(e) the authorization of our Board and/or its authorized person(s) to handle matters relating to the [**REDACTED**], including the issue and [**REDACTED**] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

(a) the [**REDACTED**].

Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered, or had applied for the registration of, the following intellectual property rights which we consider to be material to our business.

Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Registered number	Registered owner	Class	Registration date	Expiry date
1 . .	FOCO-CAR	PRC	77969691	Our Company	5	October 21, 2024	October 20, 2034
2 . .	SNR	PRC	75649369	Our Company	5	July 7, 2024	July 6, 2034
3 . .		PRC	72959609	Our Company	5	January 28, 2024	January 27, 2034
4 . .	NaviCAR	PRC	53978067	Our Company	5, 42, 44	February 14, 2022	February 13, 2032
5 . .	Peri Cruiser	PRC	53987395	Our Company	5, 42, 44	September 21, 2021	September 20, 2031
6 . .	Navi	PRC	53964809	Our Company	5, 44	January 28, 2022	January 27, 2032
7 . .	易慕峰	PRC	51154701	Our Company	5, 42, 44	August 14, 2021	August 13, 2031
8 . .	曦尔瑞	PRC	68726969	Nanjing Bioshare	44	July 7, 2023	July 6, 2033
9 . .	曦尔瑞	PRC	68738525	Nanjing Bioshare	5	July 7, 2023	July 6, 2033

No.	Trademark	Place of registration	Registered number	Registered owner	Class	Registration date	Expiry date
10 . .		PRC	85946484	Our Company	5	February 7, 2026	February 6, 2036
11 . .		Hong Kong	307062084	Our Company	5, 42, 44	October 17, 2025	October 16, 2035
12 . .	易慕峯	Hong Kong	307113735	Our Company	5, 42, 44	December 2, 2025	December 1, 2035
13 .		Hong Kong	307113726	Our Company	5, 42, 44	December 02, 2025	December 1, 2035

Patents

(i) As of the Latest Practicable Date, we had registered the following patents which we consider to be material to our business:

No.	Patent name	Patentee	Place of registration	Patent number	Class	Application Date	Expiry Date
1 . . .	Humanized antibody, chimeric antigen receptor, nucleic acid, vector, cell, and use (人源化抗體、嵌合抗原受體、核酸、載體、細胞及應用)	Chengdu Immunofoco	PRC	ZL202110791939.4	Invention	July 13, 2021	July 12, 2041
2 . . .	Humanized antibody, chimeric antigen receptor, nucleic acid, vector, cell and use (ヒト化抗體、キメラ抗原受容體、核酸、ベクター、細胞及び應用)	Our Company	Japan	JP2023509649	Invention	July 13, 2021	July 12, 2041
3 . . .	Chimeric antigen receptor comprising CLDN18.2 single-domain antibody and use (包含CLDN18.2單域抗體的嵌合抗原受體及其應用)	Our Company	PRC	ZL202380010318.5	Invention	May 17, 2023	May 16, 2043
4 . . .	Application of antigen-presenting cells combined with CAR-T cells in anti-tumor therapy (抗原遞呈細胞及CAR-T細胞聯合在抗腫瘤中的應用)	Our Company	PRC	ZL202210475661.4	Invention	April 29, 2022	April 28, 2042

No.	Patent name	Patentee	Place of registration	Patent number	Class	Application Date	Expiry Date
5 . . .	Novel chimeric receptor composition, recombinant vector, cell and use (一種新型嵌合受體組合物、重組載體、細胞及其應用)	Our Company	PRC	ZL202280008263.X	Invention	July 12, 2022	July 11, 2042
6 . . .	Novel chimeric receptor composition, recombinant vector, cell, and application thereof (一種新型嵌合受體組合物、重組載體、細胞及其應用)	Our Company	Eurasian	EA202490022	Invention	July 12, 2022	July 11, 2042
7 . . .	A method for high-throughput assembly of chimeric antigen receptors and use (一種高通量組裝嵌合抗原受體的方法及其應用)	Our Company	PRC	ZL202210169942.7	Invention	February 23, 2022	February 22, 2042
8 . . .	Cell centrifugation and magnetic separation device (一種細胞離心和磁分選設備)	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	PRC	ZL202420303751.X	Utility Model	February 19, 2024	February 18, 2034
9 . . .	Novel cell sampling device (一種新型細胞取樣裝置)	Our Company, Shanghai Immunofoco	PRC	ZL202423124102.2	Utility Model	December 18, 2024	December 17, 2034
10. . .	Chimeric antigen receptor comprising CLDN18.2 single-domain antibody and use (包含CLDN18.2單域抗體的嵌合抗原受體及其應用)	Our Company	Japan	JP7863857	Invention	May 17, 2023	May 16, 2043
11. . .	Chimeric antigen receptor comprising CLDN18.2 single-domain antibody and use (包含CLDN18.2單域抗體的嵌合抗原受體及其應用)	Our Company	EAPO	EA053994	Invention	May 17, 2023	May 16, 2043
12. . .	Novel chimeric receptor composition, recombinant vector, cell and use (一種新型嵌合受體組合物、重組載體、細胞及其應用)	Our Company	Japan	JP7894434	Invention	July 12, 2022	July 11, 2042

(ii) As of the Latest Practicable Date, we had applied for the following patents which we consider to be material to our business:

People's Republic of China (PRC)

No.	Title of Patent	Application number	Application date	Applicant	Class	Place of application
1. . .	Method for obtaining intermediate results via metastatic solid tumor animal models (通過實體腫瘤轉移動物模型獲取中間結果的方法)	CN202110791958.7	July 13, 2021	Our Company	Invention	PRC
2. . .	immune cells targeting EpCAM and medical use thereof (靶向EpCAM的免疫細胞及其醫藥用途)	CN202380036831.1	June 5, 2023	Our Company	Invention	PRC
3. . .	Application of antigen-presenting cells combined with CAR-T cells in anti-tumor therapy (抗原遞呈細胞及CAR-T細胞聯合在抗腫瘤中的應用)	CN202410324943.3	April 29, 2022	Our Company	Invention	PRC
4. . .	Novel chimeric receptor composition, recombinant vector, cell, and applications thereof (一種新型嵌合受體組合物、重組載體、細胞及其應用)	CN202410669077.1	July 12, 2022	Our Company	Invention	PRC
5. . .	Immune cell with down-regulated cell adhesion capability and medical use thereof (細胞黏附能力下調的免疫細胞及其醫藥用途)	CN202380025088.X	March 9, 2023	Our Company	Invention	PRC
6. . .	Preparation and application of adoptive immune cells targeting c-Met (靶向c-Met的嵌合抗原受體及應用)	CN202210880716.X	July 25, 2022	Our Company	Invention	PRC

No.	Title of Patent	Application number	Application date	Applicant	Class	Place of application
7. . .	T-cell culture method (一種T細胞培養方法)	CN202410774019.5	June 17, 2024	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	Invention	PRC
8. . .	Novel chimeric receptor and applications thereof (一種新型嵌合受體及其應用)	CN202411213449.6	August 30, 2024	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	Invention	PRC
9. . .	Chimeric receptor and applications thereof (一種嵌合受體及其應用)	CN202411665057.3	November 20, 2024	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	Invention	PRC
10. .	Cell cryopreservation solution and applications thereof (一種細胞凍存液及其應用)	CN202511242579.7	September 2, 2025	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	Invention	PRC
11. .	Novel CD7 binding molecule and uses thereof (新型CD7結合分子及其用途)	CN202511240877.2	September 2, 2025	Our Company, Chengdu Immunofoco, Shanghai Immunofoco	Invention	PRC
12. .	Dual-target CAR-T and applications thereof (一種雙靶點CAR-T及其應用)	CN202511290859.5	September 10, 2025	Our Company, Zhejiang University	Invention	PRC
13. .	CCL1 chimeric receptor and applications thereof (CCL1嵌合受體及其應用)	CN202511422311.1	September 30, 2025	Our Company, Shanghai Immunofoco	Invention	PRC
14. .	Vesicular Stomatitis Virus Envelope Protein Variants and Uses Thereof (水皰病毒包膜蛋白變體及其應用)	CN202511890340.0	December 15, 2025	Our Company	Invention	PRC
15. .	Modified MSC Feeder Cells and Uses Thereof (一種經修飾的MSC飼養層細胞及其應用)	CN202511894859.6	December 16, 2025	Our Company	Invention	PRC
16. .	Modified FLT3L-expressing feeder cells and applications (經修飾的表達FLT3L的飼養層細胞及其應用)	CN202511899534.7	December 16, 2025	Our Company	Invention	PRC

No.	Title of Patent	Application number	Application date	Applicant	Class	Place of application
17.	Novel Fusion Protein and Uses Thereof (一種新型融合蛋白及其應用)	CN202610079110.4	January 21, 2026	Our Company	Invention	PRC
18.	Vesicular Stomatitis Virus Envelope Protein Variants and Uses Thereof (水皰病毒包膜蛋白變體及其應用)	CN202610174214.3	February 6, 2026	Our Company	Invention	PRC
19.	Variants of Vesiculovirus Envelope Protein and Application Thereof (水皰病毒包膜蛋白變體及其應用)	CN202610452345.3	April 8, 2026	Our Company	Invention	PRC
20.	Variants of Vesiculovirus Envelope Protein and Application Thereof (水皰病毒包膜蛋白變體及其應用)	CN202610452300.6	April 8, 2026	Our Company	Invention	PRC
21.	Variants of Vesiculovirus Envelope Protein and Application Thereof (水皰病毒包膜蛋白變體及其應用)	CN202610654560.1	May 13, 2026	Our Company	Invention	PRC
22.	Variants of Vesiculovirus Envelope Protein and Application Thereof (水皰病毒包膜蛋白變體及其應用)	CN202610654620.X	May 13, 2026	Our Company	Invention	PRC
23.	Novel CD20 binding molecule and uses thereof (新型CD20結合分子及其用途)	CN202610926495.3	June 25, 2026	Our Company	Invention	PRC
24.	Novel Viral Particles, Producer Cells and Applications Thereof	CN202611182900.1	August 5, 2026	Our Company	Invention	PRC

Published Patent Cooperation Treaty ("PCT") applications

No.	Title of patent	International application number	Application date	Applicant
1. . .	Method for predicting solid tumor immune cell therapy treatment response (一種預測實體瘤免疫細胞療法治療應答的方法)	PCT/CN2025/095907	May 20, 2025	Our Company, Chengdu Immunofoco, Shanghai Immunofoco
2. . .	Novel viral particle and applications thereof (一種新型病毒顆粒及其應用)	PCT/CN2025/118755	September 3, 2025	Our Company, Chengdu Immunofoco, Shanghai Immunofoco
3. . .	Pseudotyped Viral Particles and Uses Thereof (一種假型病毒顆粒及其應用)	PCT/CN2025/118756	September 3, 2025	Our Company, Chengdu Immunofoco, Shanghai Immunofoco
4. . .	Modified Feeder Cells and Uses Thereof (經修飾的飼養層細胞及其應用)	PCT/CN2025/142808	December 16, 2025	Our Company

Oversea applications

No.	Title of Patent	Application number	Application date	Applicant	Class	Place of application
1. . . .	Humanized antibody, chimeric antigen receptor, nucleic acid, vector, cell, and use (人源化抗體、嵌合抗原受體、核酸、載體、細胞及應用)	US18041723, EP21857418.4	July 13, 2021	Our Company	Invention	US, Europe
2. . . .	Immune cells targeting EpCAM and medical use thereof (靶向EpCAM的免疫細胞及其醫藥用途)	US18869768	June 5, 2023	Our Company	Invention	US
3. . . .	Novel chimeric receptor composition, recombinant vector, cell, and applications thereof (一種新型嵌合受體組合物、重組載體、細胞及其應用)	EP22841336.5, US18578264, BR1120240005976, KR1020247001765, SA1120245898	July 12, 2022	Our Company	Invention	Europe, US, Brazil, Korea, Saudi Arabia
4. . . .	Chimeric antigen receptor containing CLDN18.2 single-domain antibody and its applications (包含CLDN18.2單域抗體的嵌合抗原受體及其應用)	EP23810909.4, KR20247040666, US18869089, AU2023276514, CA3252994, BR1120240244733 SA1120246748	May 17, 2023	Our Company	Invention	Europe, Korea, US, Australia, Canada, Brazil, Saudi Arabia

No.	Title of Patent	Application number	Application date	Applicant	Class	Place of application
5. . . .	Immune cell with down-regulated cell adhesion capability and medical use thereof (細胞黏附能力下調之免疫細胞及其醫藥用途)	US18844888	March 9, 2023	Our Company	Invention	US

Domain Names

As of the Latest Practicable Date, we had registered the following internet domain names which we consider to be or may be material to our business:

No.	Domain name	Registrant	Date of registration	Expiry date
1. .	immunofoco.com	Shanghai Immunofoco	January 21, 2022	January 21, 2032
2. .	bioshare.cn	Nanjing Bioshare	September 7, 2022	September 7, 2032

Save as the above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

Interests and short positions of our Directors and chief executive of our Company

Save as disclosed below, immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in our Shares, underlying Shares, or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or be required to be notified to us and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules once the Shares are listed on the Hong Kong Stock Exchange.

Name of Shareholder	Positions	Nature of interest	Number and description of Shares	Approximate percentage of shareholder in our total share capital	Approximate percentage of shareholding in H Shares[1]
Dr. Sun[2]	Executive Director, chairperson of the Board and chief executive officer of our Company	Beneficial owner; interest in controlled corporations	[**REDACTED**] H Shares	[**REDACTED**]%	[**REDACTED**]%

Notes:

(1) The calculation is based on the total number of [**REDACTED**] H Shares in issue immediately after completion of the [**REDACTED**] and the Conversion of Unlisted Shares into H Shares (assuming the [**REDACTED**] and any options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised).

(2) As of the Latest Practicable Date, Dr. Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu, which held 12.93%, 5.27% and 1.83% of our total issued share capital, respectively. See the section headed "Relationship with Our Single Largest Group of Shareholders" and the section headed "History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes" for details.

Interests of the substantial Shareholders in the Shares

Save as disclosed in the section headed "Substantial Shareholders", immediately following the completion of the [**REDACTED**] and without taking into account any Shares which may be issued pursuant to the exercise of the [**REDACTED**], our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 5% or more of the issued voting shares of our Company.

Interests of the substantial Shareholders in other members of our Group

As of the Latest Practicable Date, our Directors are not aware of any persons who would, immediately following the completion of the [**REDACTED**], be directly or indirectly interested in 5% or more of the issued voting shares of the members of our Group (other than our Company).

Particulars of Service Agreements and Appointment Letters

Each of the Directors has entered into a service agreement or a letter of appointment with our Company. The principal particulars of these service agreements and letters of appointment are: (a) each of the service agreements and letters of appointment is for a term of three years following their respective appointment date; and (b) each of the service agreements and letters of appointment is subject to termination in accordance with their respective terms. The service agreements and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws and regulations.

Save as disclosed above, we have not entered into, and do not propose to enter into, any service agreement or letter of appointment with any of our Directors in their respective capacities as Directors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Remuneration of Directors

Save as disclosed in the section headed "Directors and Senior Management" and Note 8 to the Accountants' Report set out in Appendix I to this document for the two financial years ended December 31, 2025 and the six months ended June 30, 2026, none of our Directors received other remunerations or benefits in kind from us.

Disclaimers

Save as disclosed in this sections headed "Qualifications of Experts" and "Consents of Experts" in this document:

(a) none of our Directors, their respective close associates (as defined under the Listing Rules), or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest suppliers of our Group. All of our five largest suppliers in each year/period during the Track Record Period are Independent Third Parties; and

(b) none of our Directors or any of the parties listed in "Qualifications of Experts" in this Appendix is:

(i) interested in our promotion, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or

(ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

EMPLOYEE SHARE INCENTIVE SCHEMES

A. [REDACTED] Share Option Schemes

We have adopted the 2021 [**REDACTED**] Share Option Scheme, the 2022 [**REDACTED**] Share Option Scheme and the 2026 [**REDACTED**] Share Option Scheme in January 2021, August 2022 and August 16, 2026, respectively. The [**REDACTED**] Share Option Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as no further Options will be granted by our Company after the [**REDACTED**].

2021 [REDACTED] *Share Option Scheme and 2022* [REDACTED] *Share Option Scheme*

Given that the underlying Shares under the 2021 [**REDACTED**] Share Option Scheme and 2022 [**REDACTED**] Share Option Scheme have already been issued to the Shanghai Haiyi and Shanghai Yizhong, there will be no dilution effect on the issued Shares upon the [**REDACTED**].

(i) Purposes

The purposes of the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme are to enhance our Company's long-term incentive mechanism, to attract and retain outstanding talent, to fully engage our core employees, and to align the interests of shareholders, our Company and key team members to promote sustainable development of our Company.

(ii) Eligible Participants

Eligible participants under the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme include core personnel and senior management of our Company, personnel deemed by the Board to have made special contributions to our Company, and other grantees as approved by the general manager of Shanghai Haiyi or Shanghai Yizhong or the Board.

(iii) Administration

The Board is the decision-making authority of the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme and is responsible for implementation of the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme in accordance with its provisions.

(iv) Vesting Schedule and Performance Targets

Options under the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme are granted with performance targets attached. Commencing from the grant date, the Options shall be vested in three tranches at 30%, 30%, and 40%, respectively, in

accordance with the vesting arrangements set out in the grant agreements and the actual achievement of the milestone assessment targets as determined in the discretion of the Board. Details of the vesting schedule are set out below:

- 30% of the total number of Options shall vest upon approval of the first Investigational New Drug ("**IND**") project;
- 30% of the total number of Options shall vest when three (3) full years have elapsed since the approval of the first IND project, or when the New Drug Application ("**NDA**") for the first product is filed, whichever is earlier; and
- 40% of the total number of Options shall vest upon approval of the first NDA project.

(v) Lock-up Period

The lock-up period under the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme refers to the period of one-year commencing from the date of the [**REDACTED**], and the grantees shall comply with the requirements of the lock-up period and restrictions as stipulated in the relevant laws and regulations and the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme.

(vi) Details of the Grantees

As of the Latest Practicable Date, Options corresponding to a total of 1,933,718 Shares, representing approximately 4.07% of the total issued Shares of our Company, have been granted to a total of 13 grantees under the 2021 [**REDACTED**] Share Option Scheme and the 2022 [**REDACTED**] Share Option Scheme.

As of the Latest Practicable Date, the grantees have subscribed for and fully paid up all the partnership interests in Shanghai Haiyi and Shanghai Yizhong, and the relevant registrations have been completed. Details of the Options are set out below:

Shanghai Haiyi

Name	Position	Approximate partnership interests in Shanghai Haiyi as of the Latest Practicable Date	Approximate number of underlying Shares corresponding to Options granted as of the Latest Practicable Date[(1)]	Approximate shareholding percentage corresponding to Options in the total number of Shares immediately prior to the [REDACTED][(2)]
Directors				
Dr. Ruidong Hao . . .	Executive Director, deputy general manager and head of R&D centre of our Company	2.56%	157,051	0.33%
Other Grantees				
Mr. Qinhua Zhou[(3)] . .	Employee	1.63%	100,000	0.21%
Mr. Yantao Li[(3)]	Employee	0.16%	10,000	0.02%
Total	**–**	**4.35%[(4)]**	**267,051**	**0.56%**

Notes:

(1) All the Unlisted Shares held by Shanghai Haiyi will be converted into H Shares, subject to the relevant regulatory approvals and registration.

(2) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of partnership interests in Shanghai Haiyi by the total number of Shares held by Shanghai Haiyi.

(3) Pursuant to our Shareholders' resolutions dated February 10, 2026, our Director Mr. Qinhua Zhou shall resign from his directorship of our Company immediately before the [**REDACTED**], our supervisor Mr. Yantao Li shall resign from the supervisory position of our Company immediately before the [**REDACTED**].

(4) The remaining 95.65% partnership interest in Shanghai Haiyi are held directly and beneficially by Dr. Sun, Dr. Ruidong Hao, Mr. Qingshan Shen as to 21.95%, 2.56% and 8.15%, respectively, and other Independent Third Parties who each held 30% or less of its partnership interest.

Shanghai Yizhong

Name	Position	Approximate partnership interests in Shanghai Yizhong as of the Latest Practicable Date	Approximate number of underlying Shares corresponding to Options granted as of the Latest Practicable Date[(1)]	Approximate shareholding percentage corresponding to Options in the total number of Shares immediately prior to the [REDACTED][(2)]
Directors				
Dr. Sun	Executive Director, chairperson of the Board and chief executive officer of our Company	22.00%	550,000	1.16%
Dr. Zhenggang Jiang .	Executive Director and deputy general manager of our Company	14.52%	363,000	0.76%
Dr. Ruidong Hao . . .	Executive Director, deputy general manager and head of R&D centre of our Company	6.00%	150,000	0.32%
Senior Management (other than Directors)				
Mr. Qingshan Shen . .	Deputy general manager, chief technology officer, of our Company	4.00%	100,000	0.21%
Other Grantees				
Ms. Huijuan Wang[(3)]	Employee	3.72%	93,000	0.20%
Mr. Qinhua Zhou[(3)] . .	Employee	3.63%	90,667	0.19%
Mr. Yantao Li [(3)] . . .	Employee	0.80%	20,000	0.04%
Mr. Qiaoyong Yi	Employee	0.20%	5,000	0.01%
Ms. Shuangshuang Zhang	Employee	0.80%	20,000	0.04%
Ms. Qinglan Wu	Employee	0.20%	5,000	0.01%
Ms. Zhaoqing Liu[(3)] .	Employee	2.00%	50,000	0.11%
Ms. Yanmei Chen . . .	Employee	2.00%	50,000	0.11%
Mr. Hua Xie[(4)]	Consultant	6.80%	170,000	0.36%
Total	**–**	**66.67%[(5)]**	**1,666,667**	**3.51%**

Notes:

(1) All the Unlisted Shares held by Shanghai Yizhong will be converted into H Shares, subject to the relevant regulatory approvals and registration.

(2) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of partnership interests in Yizhong by the total number of Shares held by Yizhong.

(3) Pursuant to our Shareholders' resolutions dated February 10, 2026, our Directors Mr. Qinhua Zhou and Ms. Huijuan Wang shall resign from their directorships of our Company immediately before the [**REDACTED**], our supervisors Mr. Yantao Li and Ms. Zhaoqing Liu shall resign from the supervisory positions of our Company immediately before the [**REDACTED**].

(4) Mr. Hua Xie has been supporting our Group's overseas business development and resource networking, and we have made grants of awards to him in recognition of his professional services and contributions rendered to our Group.

(5) The remaining 33.33% of the partnership interest represent the Options granted under the [**REDACTED**] Equity Incentive Scheme. For details of the grantees, see "[**REDACTED**] Equity Incentive Scheme — (vi) Details of the Grantees" below.

2026 [**REDACTED**] *Share Option Scheme*

An application has been made to the Stock Exchange for the [**REDACTED**] of and permission to [**REDACTED**] in the H Shares which may be allotted and issued upon the exercise of the options pursuant to the 2026 [**REDACTED**] Share Option Scheme.

The following is a summary of the principal terms of the 2026 [**REDACTED**] Share Option Scheme:

(i) Purposes

The purpose of the 2026 [**REDACTED**] Share Option Scheme is to enhance the Company's long-term incentive mechanism, attract and retain outstanding talents, and motivate the Directors, senior management of the Company and personnel who have a direct bearing on the Company's operational results and future prospects, to ensure the achievement of the Company's business performance and development goals.

(ii) Eligible Participants

The eligible participants of the 2026 [**REDACTED**] Share Option Scheme are the Directors, senior management of the Company, core technical and business personnel, and other personnel deemed to have a direct impact on the future development and operating performance of the Company.

(iii) Administration

The Board is authorized to implement the 2026 [**REDACTED**] Share Option Scheme. The approval, alteration and termination of the 2026 [**REDACTED**] Share Option Scheme are subject to Shareholders meetings.

(iv) Vesting Schedule and Performance Targets

Options under the 2026 [**REDACTED**] Share Option Scheme are granted with performance targets attached. Upon the expiration of 12 months from the date of [**REDACTED**], the options shall be vested in five tranches of 20% each, in accordance with the vesting arrangements set out in the 2026 [**REDACTED**] Share Option Scheme, provided that milestone market capitalization targets determined by the Shareholders under the 2026 [**REDACTED**] Share Option Scheme have

been achieved. A market capitalization target shall be deemed achieved if the Company's average market capitalization over any 90 consecutive calendar days reaches or exceeds the target prescribed for the relevant tranche.

(v) Lock-up Period

The participants under the 2026 [**REDACTED**] Share Option Scheme shall comply with the lock-up period and restriction requirements under the relevant laws and regulations.

(vi) Maximum Number of Shares

The maximum number of H Shares to be granted under the 2026 [**REDACTED**] Share Option Scheme shall not exceed 2,350,000 H Shares, representing approximately 4.95% of the Shares of the Company as of the Latest Practicable Date and [**REDACTED**] H Shares, representing approximately [**REDACTED**] of the enlarged issued share capital of our Company immediately upon completion of the [**REDACTED**] (assuming that the Share Subdivision had been completed and all options granted under the 2026 [**REDACTED**] Share Option Scheme are not exercised, and without taking into account any H Shares which maybe allotted and issued upon the exercise of the [**REDACTED**]).

All options under the 2026 [**REDACTED**] Share Option Scheme have been granted before [**REDACTED**] and no further options will be granted under the 2026 [**REDACTED**] Share Option Scheme on or after [**REDACTED**].

(vii) Source of Shares

The underlying Shares under the 2026 [**REDACTED**] Share Option Scheme are the H Shares to be issued or, subject to the compliance with the relevant laws and regulations and the Listing Rules where the Shares are listed, treasury shares to be transferred to the specified eligible participants by our Company upon [**REDACTED**].

(viii) Validity

The 2026 [**REDACTED**] Share Option Scheme shall be valid and effective until all options have been exercised or cancelled, or for the period of five years commencing on the date of [**REDACTED**] (whichever is earlier).

(ix) Exercise Period

Options may be exercised by the grantees provided that the H Shares are listed on the Stock Exchange and the grantees may exercise the vested options in accordance with the terms of the 2026 [**REDACTED**] Share Option Scheme if the vesting conditions under the 2026 [**REDACTED**] Share Option Scheme are met. The grantees must exercise their options no later than three years after the expiry of the term of the 2026 [**REDACTED**] Share Option Scheme.

(x) Exercise Price

The exercise price of the options granted under the 2026 [**REDACTED**] Share Option Scheme is set at RMB43.70 per Share. Such exercise price will be subject to adjustment after Share Subdivision immediately before [**REDACTED**].

(xi) Details of the Grantees

As of August 16, 2026, options corresponding to a total of 2,350,000 H Shares, representing approximately 4.95% of the total issued Shares of our Company, have been granted to a total of eight grantees under the 2026 [**REDACTED**] Share Option Scheme. Details of such Options granted are set out below:

Name	Position	Date of grant	Vesting Period	Number of underlying H Shares corresponding to options granted[3]	Approximate shareholding percentage corresponding to options in the total number of H Shares immediately prior to the [REDACTED]	Approximate shareholding percentage corresponding to options in the total number of H Shares immediately after the [REDACTED][4]
Dr. Sun[1]	Executive Director, chairperson of the Board and chief executive officer of our Company	August 16, 2026	One year after the [REDACTED][2]	1,175,000	2.47%	[**REDACTED**]
Ms. Yi Liu[1]	Chief medical officer of our Company	August 16, 2026	One year after the [REDACTED][2]	282,000	0.59%	[**REDACTED**]
Dr. Ruidong Hao[1]	Executive Director, deputy general manager and head of R&D centre of our Company	August 16, 2026	One year after the [REDACTED][2]	235,000	0.49%	[**REDACTED**]
Dr. Zhenggang Jiang[1]	Executive Director and deputy general manager of our Company	August 16, 2026	One year after the [REDACTED][2]	188,000	0.4%	[**REDACTED**]
Mr. Nam Kit Lau[1]	Chief financial officer, company secretary of our Company	August 16, 2026	One year after the [REDACTED][2]	117,500	0.25%	[**REDACTED**]
Mr. Qingshan Shen[1]	Deputy general manager and chief technology officer of our Company	August 16, 2026	One year after the [REDACTED][2]	117,500	0.25%	[**REDACTED**]
Ms. Huijuan Wang[1]	Head of Support Center of our Company	August 16, 2026	One year after the [REDACTED][2]	117,500	0.25%	[**REDACTED**]
Mr. Qinhua Zhou[1]	Head of Operations Support Center of our Company	August 16, 2026	One year after the [REDACTED][2]	117,500	0.25%	[**REDACTED**]
Total	–	–	–	**2,350,000**	**4.95%**	[**REDACTED**]

Notes:

(1) Please refer to the section headed "Directors and Parties Involved in the [**REDACTED**]" to this Document for the addresses of Dr. Sun, Dr. Zhenggang Jiang and Dr. Ruidong Hao, who are our executive Directors.

The addresses of the other grantees of the 2026 [**REDACTED**] Share Option Scheme are as follows:

(i) Ms. Yi Liu at Room 1508, No. 50 Nanmatou Road, Pudong New Area, Shanghai, PRC;

(ii) Mr. Nam Kit Lau at 1902, Block 18, 29 Lingling Road, Xuhui District, Shanghai, PRC;

(iii) Mr. Qingshan Shen at Unit 603, Building 6, East Zone, Huafu Village, Futian District, Shenzhen, Guangdong, PRC;

(iv) Ms. Huijuan Wang at No. 355 Xinfeng Road, Jing'an District, Shanghai, PRC; and

(v) Mr. Qinhua Zhou at Room 901, Building 28, Xiangmao Garden, Suzhou Industrial Park, Suzhou, Jiangsu, PRC.

(2) Provided the relevant [**REDACTED**] targets have been met, the options shall be vested upon the expiration of 12 months from the date of [**REDACTED**], in accordance with the vesting arrangements under the 2026 [**REDACTED**] Share Option Scheme.

(3) The underlying H Shares corresponding to the options granted under the 2026 [**REDACTED**] Share Option Scheme will be adjusted after taking into account the effect of the Share Subdivision, such that each Share will be subdivided into five Shares immediately prior to [**REDACTED**].

(4) The approximate shareholding percentages corresponding to options in the total number of H Shares immediately after the [**REDACTED**] are presented on the assumption that the Share Subdivision had been completed and that neither the [**REDACTED**] nor any options granted under the 2026 [**REDACTED**] Share Option Scheme had been exercised.

B. [REDACTED] Equity Incentive Scheme

We have adopted the [**REDACTED**] Equity Incentive Scheme in November 2025. The [**REDACTED**] Equity Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as no further awards will be granted by our Company after the [**REDACTED**]. Given that the underlying Shares under the [**REDACTED**] Equity Incentive Scheme have already been issued to Shanghai Yizhong, there will be no dilution effect to the issued Shares upon the [**REDACTED**].

(i) Purposes

The purposes of the [**REDACTED**] Equity Incentive Scheme are to improve the incentive mechanism of our Group, to attract, motivate and retain the core members of our Company's operation and management team, to closely align the interests of our Shareholders and grantees to focus on the long-term development and maximize the value of our Company and its shareholders.

(ii) Eligible Participants

The grantees under the [**REDACTED**] Equity Incentive Scheme include Directors (excluding directors appointed by external investors), senior management personnel, research and development personnel, and key business personnel of our Company and its wholly-owned and holding subsidiaries, who work in key positions of our Group and have direct or significant impact on the operating performance and sustainable development of our Company, as well as qualified external consultants recognized by our Company, and other employees identified by our Company as meeting the eligibility criteria.

(iii) Administration

The administrator of the [**REDACTED**] Equity Incentive Scheme authorized by the Board shall be responsible for implementation of the [**REDACTED**] Equity Incentive Scheme in accordance with its provisions.

(iv) Vesting Schedule and Performance Targets

Awards under the [**REDACTED**] Equity Incentive Scheme are granted with performance targets requirements attached. Commencing from the grant date, the awards shall be vested in three tranches at 30%, 30%, and 40%, respectively, in accordance with the vesting arrangements set out in the grant agreements and the actual achievement of the milestone assessment targets as determined in the discretion of the Board. Details of the vesting schedule are set out below:

- 30% of the total number of awards shall vest when our Company's Shares are first listed on, and commence trading on, the Hong Kong Stock Exchange, or when the NDA for the first product is submitted, whichever is earlier;

- 30% of the total number of awards shall vest upon approval of the drug marketing authorization (i.e., NDA approval); and

- 40% of the total number of awards shall vest when the grantee has served our Company for three (3) full years from the date on which the first milestone is achieved.

(v) Lock-up Period and Restrictions

The lock-up period under the [**REDACTED**] Equity Incentive Scheme refers to the period of one-year commencing from the date of the [**REDACTED**] of our Company, and the grantees shall comply with the requirements of the lock-up period and restrictions as stipulated in the relevant laws and regulations and the [**REDACTED**] Equity Incentive Scheme.

(vi) Details of the Grantees

As of the Latest Practicable Date, the awards make up 33.33% limited partnership interest of Shanghai Yizhong and correspond to a total of 833,334 Shares, representing approximately 1.76% of the total issued Shares of our Company, have been granted to a total of 24 grantees under the [**REDACTED**] Equity Incentive Scheme.

As of the Latest Practicable Date, the grantees have subscribed for and fully paid up all the partnership interests in Shanghai Yizhong and the relevant registrations have been completed.

Details of the awards are set out below:

Name	Position	Relevant Shareholding Platforms	Approximate partnership interests in Shareholding Platforms as of the Latest Practicable Date	Approximate number of underlying Shares corresponding to awards granted as of the Latest Practicable Date[(1)]	Approximate shareholding percentage corresponding to awards in the total number of Shares immediately prior to the [REDACTED][(2)]
Directors					
Dr. Sun	Executive Director, chairperson of the Board and chief executive officer of our Company	Shanghai Yizhong	4.69%	117,334	[**REDACTED**]
Dr. Ruidong Hao .	Executive Director, deputy general manager and head of R&D centre of our Company	Shanghai Yizhong	2.36%	59,000	[**REDACTED**]
Dr. Zhenggang Jiang	Executive Director and deputy general manager of our Company	Shanghai Yizhong	2.00%	50,000	[**REDACTED**]
Senior Management (other than Directors)					
Mr. Qingshan Shen	Deputy general manager, chief technology officer of our Company	Shanghai Yizhong	1.60%	40,000	[**REDACTED**]
Mr. Nam Kit Lau .	Chief financial officer, company secretary of our Company	Shanghai Yizhong	2.00%	50,000	[**REDACTED**]

Name	Position	Relevant Shareholding Platforms	Approximate partnership interests in Shareholding Platforms as of the Latest Practicable Date	Approximate number of underlying Shares corresponding to awards granted as of the Latest Practicable Date[1]	Approximate shareholding percentage corresponding to awards in the total number of Shares immediately prior to the [REDACTED][2]
Other Grantees					
Ms. Huijuan Wang[3]	Employee	Shanghai Yizhong	2.00%	50,000	[**REDACTED**]
Mr. Qinhua Zhou[3]	Employee	Shanghai Yizhong	1.56%	39,000	[**REDACTED**]
Mr. Yantao Li[3]	Employee	Shanghai Yizhong	0.68%	17,000	[**REDACTED**]
Ms. Yuying Zhao	Employee	Shanghai Yizhong	0.40%	10,000	[**REDACTED**]
Ms. Shuangshuang Zhang	Employee	Shanghai Yizhong	1.24%	31,000	[**REDACTED**]
Ms. Qinglan Wu	Employee	Shanghai Yizhong	0.32%	8,000	[**REDACTED**]
Ms. Wenjing Zhao	Employee	Shanghai Yizhong	0.20%	5,000	[**REDACTED**]
Ms. Fen Kuai	Employee	Shanghai Yizhong	0.20%	5,000	[**REDACTED**]
Ms. Zhaoqing Liu[3]	Employee	Shanghai Yizhong	1.36%	34,000	[**REDACTED**]
Ms. Yanmei Chen	Employee	Shanghai Yizhong	0.44%	11,000	[**REDACTED**]
Ms. Rumei Zhou	Employee	Shanghai Yizhong	0.40%	10,000	[**REDACTED**]
Ms. Jingyi Zhou	Employee	Shanghai Yizhong	0.80%	20,000	[**REDACTED**]
Mr. Zhe Wang	Employee	Shanghai Yizhong	0.40%	10,000	[**REDACTED**]
Mr. Xiaojiang Fan	Employee	Shanghai Yizhong	0.48%	12,000	[**REDACTED**]
Mr. Chen Zhang	Employee	Shanghai Yizhong	0.40%	10,000	[**REDACTED**]
Ms. Xuan Chen	Employee	Shanghai Yizhong	1.40%	35,000	[**REDACTED**]
Ms. Jiajia Zhang	Employee	Shanghai Yizhong	0.20%	5,000	[**REDACTED**]
Mr. Ziwen Fan	Employee	Shanghai Yizhong	0.20%	5,000	[**REDACTED**]
Mr. Yuanguo Cheng[4]	Consultant	Shanghai Yizhong	8.00%	200,000	[**REDACTED**]

Notes:

(1) All the Unlisted Shares held by Shanghai Yizhong will be converted into H Shares, subject to the relevant regulatory approvals and registration.

(2) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of partnership interests in Shanghai Yizhong by the total number of Shares held by Shanghai Yizhong.

(3) Pursuant to our Shareholders' resolutions dated February 10, 2026, our Director Mr. Qinhua Zhou and Ms. Huijuan Wang shall resign from their directorships of our Company immediately before the [**REDACTED**], our supervisors Mr. Yantao Li and Ms. Zhaoqing Liu shall resign from the supervisory positions of our Company immediately before the [**REDACTED**].

(4) Mr. Yuanguo Cheng provides professional medical consulting services facilitates the communication with our Group's principal investigators, and we have made grants of awards to him in recognition of his professional services and contributions rendered to our Group.

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries under the laws of the PRC.

Litigation

During the Track Record Period and up to the Latest Practicable Date, we were not engaged in any litigation, arbitration, or claim of material importance. Furthermore, no litigation, arbitration, or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group that would have a material and adverse effect on our Group's results of operations or financial condition, taken as a whole.

Preliminary Expenses

During the Track Record Period and up to the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoters

The promoters of our Company are all of the 28 then Shareholders immediately before our conversion into a joint stock limited liability company. Within the two years immediately preceding the date of this document, no cash, securities, or other benefit has been paid, allotted, or given, or is proposed to be paid, allotted, or given to the promoters in connection with the [**REDACTED**] and the related transactions described in this document.

Taxation of holder of H Shares

The sale, purchase, and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, the fair value of our Shares being sold or transferred.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial or trading position or prospects since June 30, 2026, being the date of our combined financial statements as set out in "Appendix I — Accountant's Report", up to the date of this document.

Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this document are as follows:

Name	Qualification
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (Leveraged foreign exchange trading), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services), and Type 9 (asset management) regulated activities under the SFO
Zhong Lun Law Firm	Legal advisers to our Company as to PRC law

Name	Qualification
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Frost & Sullivan	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Consents of Experts

Each of the experts as referred to "Qualifications of Experts" in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respectively included.

Sole Sponsor's Independence

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, the Sole Sponsor's fee paid and payable by us to the Sole Sponsor in respect of its service as the sponsor in connection with the [**REDACTED**] on the Hong Kong Stock Exchange is US$900,000.

Binding Effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Bilingual Document

The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Compliance Advisor

Our Company has appointed Rainbow Capital (HK) Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

Miscellaneous

Save as otherwise disclosed in the section headed "History, Development and Corporate Structure — [**REDACTED**] Investments" in this document:

(a) within the two years preceding the date of this document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fees, or other special terms have been granted in connection with the issue or sale of any shares of our Company;

(b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

(c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) there are no arrangements under which future dividends are waived or agreed to be waived;

(e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;

(f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

(h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such [**REDACTED**] or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;

(j) our Company has no outstanding convertible debt securities or debentures;

(k) our Company is a joint stock limited company and is subject to the PRC Company Law; and

(l) our Company has adopted a code of conduct regarding Directors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules.

APPENDIX VII DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were:

(i) a copy of the material contract referred to in the paragraph headed "Further Information about Our Business — Summary of Material Contracts" in Appendix VI to this document; and

(ii) the written consents referred to in the paragraph headed "Other Information — Consents of Experts" in Appendix VI to this document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at **www.hkexnews.hk** and our website at **www.immunofoco.com** during a period of 14 days from the date of this document:

(a) the Articles of Association;

(b) the Accountants' Report prepared by Ernst & Young, the text of which is set out in Appendix I to this document;

(c) the audited consolidated financial statements of our Group for the [two years ended December 31, 2025 and the six months ended June 30, 2026];

(d) the report prepared by Ernst & Young on the unaudited [**REDACTED**] financial information of our Group, the text of which is set out in Appendix II to this document;

(e) the industry report issued by Frost & Sullivan referred to in the section headed "Industry Overview" in this document;

(f) the PRC legal opinions issued by Zhong Lun Law Firm, our PRC Legal Adviser, in respect of, among other things, the general matters and property interests of our Group under the PRC laws;

(g) the material contracts referred to in the paragraph headed "Further Information about Our Business — Summary of Material Contracts" in Appendix VI to this document;

(h) the service contracts referred to in the paragraph headed "Further Information about Our Directors, Senior Management and Substantial Shareholders — Particulars of Service Agreements and Appointment Letters" in Appendix VI to this document;

(i) the written consents referred to in the paragraph headed "Other Information — Consents of Experts" in Appendix VI to this document;

(j) the terms of [**REDACTED**] Share Option Schemes and [**REDACTED**] Equity Incentive Scheme; and

(k) the PRC Company Law, the PRC Securities Law, the Overseas [**REDACTED**] Trial Measures and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC, together with unofficial English translations thereof.