

*The following information set out in this Appendix does not form part of the Accountants' Report of the Target Group received from the Target's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, as set out in Appendix I to this Circular, and is included herein for illustrative purpose only. The unaudited pro forma financial information should be read in conjunction with accountants' report set out in "APPENDIX I – Accountants' Report of the Target Group" and the published financial information of the Group set out in "Appendix II – Financial Information of the Group".*

**(A) UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP**

**1. Introduction to the unaudited pro forma financial information of the Enlarged Group**

The accompanying unaudited pro forma financial information of the Enlarged Group has been prepared to provide information on the Enlarged Group reflecting the completion of the Proposed Merger, on the basis of notes set out below.

Details of the Proposed Merger are set out in the section headed "Letter from the Board" contained in this Circular.

For preparation of the unaudited pro forma consolidated statement of financial position, it is assumed that the Proposed Merger had taken place on 30 June 2025. For preparation of the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma statement of cash flows, it is assumed that the Proposed Merger had taken place on 1 January 2025, representing the beginning of the period ended 30 June 2025.

The unaudited pro forma financial information has been prepared based on a number of assumptions, estimates, uncertainties and currently available information, and is provided for illustrative purpose only. Accordingly, as a result of the nature of the unaudited pro forma financial information, it may not give a true picture of the actual financial position, results of operation or cash flows of the Enlarged Group that would have been attained had the Proposed Merger actually occurred on the dates indicated herein. Furthermore, the unaudited pro forma financial information does not purport to predict the Enlarged Group's future financial position, results of operation or cash flows.

The unaudited pro forma consolidated statement of financial position has been prepared based on the consolidated statement of financial position of the Group at 30 June 2025, as extracted from the unaudited consolidated financial statements of the Group for the period ended 30 June 2025 and adjusted in accordance with the unaudited pro forma adjustments described in the notes thereto, as if the Proposed Merger had been completed on 30 June 2025.

The unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows have been prepared based on the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of cash flows of the Group for the period ended 30 June 2025, as extracted from the unaudited consolidated financial statements of the Group for the period ended 30 June 2025 and adjusted in accordance with the unaudited pro forma adjustments described in the notes thereto, as if the Proposed Merger had been completed on 1 January 2025, representing the beginning of the period ended 30 June 2025.

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**UNAUDITED PRO FORMA FINANCIAL  
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**2. Unaudited pro forma consolidated statement of financial position of the Enlarged Group**

	The Group		Unaudited Pro Forma adjustments				The Enlarged Group	
	As at						As at	
	30 June						30 June	
	2025						2025	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)	
NON-CURRENT ASSETS								
Property, plant and equipment	3,809	275,786	765					280,360
Prepayments, other receivables and other assets	21,514	168,321						189,835
Equity investment designated at fair value through other comprehensive income	83,844	–						83,844
Deferred tax assets	9,143	47,236					(85)	56,294
Right-of-use assets	724	63,454						64,178
Goodwill	17,819	112,055	50,563					180,437
Other intangible assets	150,839	2,951,185	30,075					3,132,099
Financial asset at fair value through profit or loss	–	50,000						50,000
Total non-current assets	287,692	3,668,037						4,037,047
CURRENT ASSETS								
Inventories	–	534,866						534,866
Trade receivables	–	137,475					(20,950)	116,525
Prepayments, other receivables and other assets	27,199	75,887					1,208	104,294
Amounts due from a related party	–	120						120
Due from the Controlling Shareholder	–	238,944			(238,944)			–
Pledged deposits	–	335,630						335,630
Cash and cash equivalents	1,009,907	778,462						1,788,369
Total current assets	1,037,106	2,101,384						2,879,804
Total assets	1,324,798	5,769,421						6,916,851

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	The Group As at 30 June 2025		Unaudited Pro Forma adjustments				The Enlarged Group As at 30 June 2025	
	RMB'000 (Note 1)	RMB'000 (Note 2)	RMB'000 (Note 3)	RMB'000 (Note 4)	RMB'000 (Note 5)	RMB'000 (Note 6)	RMB'000 (Note 7)	RMB'000
CURRENT								
LIABILITIES								
Trade payables	172,128	196,142					(20,135)	348,135
Other payables and accruals	26,176	317,395		42,889				386,460
Refund liabilities	–	26,331						26,331
Interest-bearing bank and other borrowings	–	1,888,436						1,888,436
Dividends payable	–	50,144						50,144
Tax payables	7,861	93,941						101,802
Deferred income	4,030	–	(4,030)					–
Lease liabilities	356	18,868						19,224
Total current liabilities	210,551	2,591,257						2,820,532
NET CURRENT								
ASSETS/ (LIABILITIES)	826,555	(489,873)						59,272
TOTAL ASSETS LESS								
CURRENT								
LIABILITIES	1,114,247	3,178,164						4,096,319
NON-CURRENT								
LIABILITIES								
Interest-bearing bank borrowings	–	530,720						530,720
Amounts due to related parties	482	–						482
Deferred income	4,335	–	(4,335)					–
Deferred tax liabilities	10,333	13,810	7,293					31,436
Lease liabilities	389	35,794						36,183
Other liabilities	–	42,906						42,906
Total non-current liabilities	15,539	623,230						641,727
Total liabilities	226,090	3,214,487						3,462,259

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	The Group		Unaudited Pro Forma adjustments					The Enlarged Group	
	As at							As at	
	30 June							30 June	
	2025							2025	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
EQUITY									
Equity attributable to owners of the parent									
Share capital	71	72	(71)			24		96	
Share premium	9,489,059	–	(9,489,059)					–	
Treasury shares	(747)	–	747					–	
Other reserves	(1,493,856)	1,617,167	2,676,183		(238,944)	(24)		2,560,526	
(Accumulated losses)/retained earnings	(6,895,885)	937,695	6,895,885	(42,889)			308	895,114	
	1,098,642	2,554,934						3,455,736	
Non-controlling interests	66	–	(1,210)					(1,144)	
Total equity	1,098,708	2,554,934						3,454,592	
Total equity and liabilities	1,324,798	5,769,421						6,916,851	

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**3. Unaudited pro forma consolidated statement of profit or loss and other comprehensive income of the Enlarged Group**

	The Group		Unaudited Pro Forma adjustments						The Enlarged Group
	Period ended								Period ended
	30 June								30 June
	2025								2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
Revenue	32,245	1,135,542					(22,594)	1,145,193	
Cost of sales	—	(375,925)					21,489	(354,436)	
Gross profit	32,245	759,617						790,757	
Other income and gains	1,750	13,351	(1,751)					13,350	
Selling and distribution expenses	—	(236,758)						(236,758)	
Administrative expenses	(25,113)	(126,271)		(42,889)				(194,273)	
Research and development expenses	(74,559)	(72,713)	(711)				1,105	(146,878)	
Amortisation of distribution rights, medicine licenses and trademark	—	(37,000)						(37,000)	
(Reversal of impairment losses)/impairment losses on financial assets, net	(19)	(17)					393	357	
Other expenses	(13)	(29,076)						(29,089)	
Finance cost – net	15,702	(93,975)						(78,273)	
(LOSS)/PROFIT BEFORE TAX	(50,007)	177,158						82,193	
Income tax expense	(4,366)	(62,592)	146				(85)	(66,897)	
(LOSS)/PROFIT FOR THE PERIOD	(54,373)	114,566						15,296	

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	The Group		Unaudited Pro Forma adjustments						The Enlarged Group
	Period ended								Period ended
	30 June								30 June
	2025								2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
Attributable to:									
Owners of the parent	(54,266)	114,566							15,496
Non-controlling interests	(107)	—	(93)						(200)
	<u>(54,373)</u>	<u>114,566</u>							<u>15,296</u>
OTHER									
COMPREHENSIVE INCOME									
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:									
Exchange differences:									
Exchange differences on translation of foreign operations	(85)	699							614
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	(85)	699							614
Exchange differences on translation from functional currency to presentation currency	—	(2,725)							(2,725)

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	The Group		Unaudited Pro Forma adjustments						The Enlarged Group
	Period ended								Period ended
	30 June								30 June
	2025								2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
Equity investment designated at fair value through other comprehensive income									
Changes in fair value	112	–							112
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	112	(2,725)							(2,613)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	27	(2,026)							(1,999)
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	(54,346)	112,540							13,297
Attributable to:									
Owners of the parent	(54,212)	112,540							13,524
Non-controlling interests	(134)	–	(93)						(227)
	(54,346)	112,540							13,297

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## 4. Unaudited pro forma consolidated statement of cash flows of the Enlarged Group

	The Group		Unaudited Pro Forma adjustments				The Enlarged Group	
	Period ended						Period ended	
	30 June						30 June	
	2025						2025	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)	
CASH FLOWS (USED								
IN)/FROM								
OPERATING								
ACTIVITIES								
(Loss)/profit before tax	(50,007)	177,158	(2,462)	(42,889)			393	82,193
Adjustments for:								
Finance costs	22	93,975						93,997
Interest income	(18,631)	(10,072)						(28,703)
Provision for	–	485						485
impairment of								
inventories,								
intangible assets,								
property, plants and								
equipment								
Depreciation of	1,098	15,543						16,641
property, plant and								
equipment								
Amortization of right-	3,574	102,868	711					107,153
of-use assets and								
intangible assets								
Equity-settled share-	(5,205)	32,832						27,627
based payment								
expenses								
Reversal of impairment	19	17					(393)	(357)
losses/(impairment								
losses) on financial								
assets, net								
Gains from asset	(1,991)	(70)	1,751					(310)
related government								
grants								
Exchange (gain)/loss	2,682	20,869						23,551



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	The Group		Unaudited Pro Forma adjustments						The Enlarged Group
	Period ended								Period ended
	30 June								30 June
	2025								2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
Decrease in inventories	–	18,643							18,643
Decrease in trade receivables	–	182,089							182,089
Decrease in prepayments, other receivables and other assets	4,698	4,095							8,793
(Decrease)/increase in trade payables	17,717	(131,514)							(113,797)
(Decrease)/increase in other payables and accruals	446	(150,957)		42,889					(107,622)
Decrease in refund liabilities	–	(23,810)							(23,810)
Decrease in amounts due to related parties	101	–							101
Cash generated (used in)/from operations	(45,477)	332,151							286,674
Interest received	3,783	–							3,783
Government grant received	241	–							241
Tax paid	(3,537)	(37,059)							(40,596)
Net cash flows (used in)/from operating activities	(44,990)	295,092							250,102
CASH FLOWS FROM INVESTING ACTIVITIES									
Interest received	–	5,830							5,830
Purchases of items of property, plant and equipment	–	(23,946)							(23,946)

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	The Group		Unaudited Pro Forma adjustments						The Enlarged Group
	Period ended								Period ended
	30 June								30 June
	2025								2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)		
Proceeds from disposal of items of property, plant and equipment	8	–							8
Purchase of other intangible assets	–	(241)							(241)
Placement of term deposits	(751,653)	–							(751,653)
Decrease in pledged deposits	–	60,110							60,110
Net cash flows from/(used in) investing activities	(751,645)	41,753							(709,892)
CASH FLOWS FROM FINANCING ACTIVITIES									
Repurchase of shares	1	–							1
New bank loans and other borrowings	–	1,142,748							1,142,748
Interest paid	(22)	(62,625)							(62,647)
Repayment of bank loans and other borrowings	–	(737,279)							(737,279)
Principal elements of lease payments	(166)	(11,491)							(11,657)
Net cash flows (used in)/from financing activities	(187)	331,353							331,166

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	The Group		Unaudited Pro Forma adjustments					The Enlarged Group
	Period ended							Period ended
	30 June							30 June
	2025							2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Note 1)	(Note 2)	(Note 3)	(Note 4)	(Note 5)	(Note 6)	(Note 7)	
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	(796,822)	668,198						(128,624)
Cash and cash equivalents at beginning of period	1,058,790	111,703						1,170,493
Effect of foreign exchange rate changes, net	(3,714)	(1,439)						(5,153)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	258,254	778,462						1,036,716
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS								
Cash and bank balances	1,009,907	778,462						1,788,369
Non-pledged time deposits with original maturity of more than three months when acquired	(751,653)	–						(751,653)
Cash and cash equivalents as stated in the statement of financial position	258,254	778,462						1,036,716
Cash and cash equivalents as stated in the statement of cash flows	258,254	778,462						1,036,716

**5. Notes to the Unaudited Pro Forma Financial Information of the Enlarged Group**

- (1) For the preparation of the unaudited pro forma financial information of the Enlarged Group, the amounts related to the Group are extracted from the unaudited consolidated statement of financial position of the Group at 30 June 2025, and the unaudited consolidated statement of profit or loss and other comprehensive income and the unaudited consolidated statement of cash flows of the Group for the period then ended, as extracted from the unaudited consolidated financial statements of the Group for the period ended 30 June 2025, where certain reclassification adjustments were made in order to conform with presentation of the accountants' report on the historical financial information of the Target Group as set out in Appendix I to this Circular.
- (2) For the preparation of the unaudited pro forma financial information of the Enlarged Group, the amounts related to the Target Group are extracted from the consolidated statement of financial position of the Target Group at 30 June 2025 as set out in Appendix I to this Circular, and the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of cash flows of the Target Group for the period then ended, as extracted from the accountants' report on the historical financial information of the Target Group as set out in Appendix I to this Circular.

Taking into consideration of the pertinent facts and circumstances including the composition of the voting rights, the governing body, senior management and relative size (assets and revenue) under HKFRS 3 Business Combination for identifying the acquirer the Directors consider the Target is the acquirer and the Company is the acquiree for accounting purpose. Accordingly, the Directors determine to apply the principles of reverse acquisition in HKFRS 3 by analogy to the unaudited pro forma financial information. The consolidated financial statements prepared following a reverse acquisition represent a continuation of the financial statements of the legal subsidiary (accounting acquirer – the Target Group), the assets and liabilities of which are recognized and measured at their pre-merger carrying amounts. Therefore, there is no adjustment in connection with the fair value of identifiable assets and liabilities of the Target Group included in the unaudited pro forma financial information.

(3) This adjustment represents the Proposed Merger of the entire issued share capital of the Target:

(a) This adjustment is made assuming that:

- i. the outstanding balance of the loans (including the principal and all accrued interests) made by the Target Group to Mr. Ni, who is the controlling shareholder of the Target (the “Controlling Shareholder”), had been settled by deduction of the shares that would be issued to Mr. Ni;
- ii. as at 30 June 2025, the numbers of shares in issue of the Company and the Target, and the Company Fully-Diluted Shares and the Target Fully-Diluted Shares, were same as those upon completion of the Proposed Merger, and there were 63,410,180 Target Share Options granted and remained outstanding under the Target Share Option;
- iii. there was no Taxable Target Shareholders as defined in the merger agreement dated 13 September 2024 (the “Merger Agreement”);
- iv. the consideration for the Proposed Merger is satisfied by the Company issuing and allotting 1,583,679,007 consideration shares to the shareholder of the Target, and consequently, the shareholders of the Target would hold 75.09% equity interest in the Company on 30 June 2025.

(b) As stated in note 2 above, according to HKFRS 3 *Business Combinations*, the transaction should be accounted for as a reverse acquisition, and the Enlarged Group’s consolidated financial statements should be accounted for as a continuation of the Target Group (the legal acquiree), together with a deemed issue of 167,499,588 shares (approximately 33.17% of the total shares of the Target immediately before the completion of the Proposed Merger) to all the shareholders of the Company in exchange of the net assets of the Group to achieve the same shareholding percentage, 75.09%, as at the date of completion of the Proposed Merger. The aggregate issued number of shares of the Target as at 30 June 2025 was 505,015,679. With the 167,499,588 shares that would have had to issue, the then total number of shares of the Target would have been 672,515,267 and the shareholders of the Target would have held 75.09% (505,015,679/672,515,267) equity interest in the Enlarged Group, the same percentage as the result of completion of the Proposed Merger.

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The goodwill arising from the Proposed Merger is calculated as follows:

	<i>Notes</i>	<i>RMB'000</i>
Total consideration		
Consideration effectively transferred by the Target	<i>i</i>	1,159,211
Fair value of the share-based payment awards of the Company that form part of the cost of the business combination	<i>ii</i>	<u>23,116</u>
Total consideration	<b>A</b>	<u>1,182,327</u>
Identifiable assets and liabilities of the Group		
Non-current assets	<i>iii</i>	300,713
Current assets		1,037,106
Current liabilities	<i>iii</i>	(206,521)
Non-current liabilities	<i>iii</i>	<u>(18,497)</u>
		1,112,801
Non-controlling interests	<i>iii</i>	<u>1,144</u>
Net identifiable assets attributable to the parent of the Group	<b>B</b>	<u>1,113,945</u>
Goodwill	<i>iii</i> <b>A-B</b>	<u><u>68,382</u></u>

- i. For the purpose of this unaudited pro forma financial information, the fair value of the deemed issued shares is assumed to be RMB1,159,211,000, representing the market capitalization of the Company as at 30 June 2025.
- ii. According to the requirement of HKFRS 3, if the acquirer is obliged to replace the acquiree awards, either all or a portion of the fair value of the acquirer's replacement awards forms part of the consideration transferred in the business combination. This approach would equally apply in a reverse acquisition by the accounting acquirer, absent any legal modification to the terms of the accounting acquiree's awards; it is as if the accounting acquiree's awards have been exchanged for a share-based payment award of the accounting acquirer. The fair value of accounting acquiree's share-based payment awards at the Merger Closing is apportioned between the cost of the business combination and remuneration cost in the post-combination financial statements. The accounting acquirer assumes that the cost for services received in vesting periods is recognized on straight-line basis when estimating the cost of the business combination. For the purpose of preparation of the pro forma financial information, the fair value of the Company's total equity used in the valuation of the share-based payment award had been assumed to be the market capitalization of the Company as at 30 June 2025.
- iii. The difference between the non-current assets recorded by the Group as at 30 June 2025 and the fair value of non-current assets mainly represents the fair value adjustment of other

intangible assets and property, plant and equipment of the Group, and the goodwill recorded by the Group as at 30 June 2025 which is not considered as identifiable assets. Deferred tax liabilities had been recognized on the fair value adjustment accordingly. The deferred income recorded by the Group as at 30 June 2025 rises from government grants. As the deferred income from government grants does not represent a present obligation requiring future outflow of resources, it is not considered as identifiable liabilities.

The fair value adjustment is expected to have continuing effect on the Enlarged Group's consolidated statement of profit or loss and other comprehensive income.

The fair value of net assets acquired is subject to changes upon completion of the Proposed Merger because in accordance with HKFRS 3, the fair value of all identifiable assets and liabilities of the accounting acquiree shall be assessed on the date of completion, and the consideration of the Proposed Merger shall be subject to changes based on the fair value of the Target Group on the date of completion. Accordingly, the goodwill may be materially different from the calculation above.

When making adjustments in respect to the goodwill of the Enlarged Group, the goodwill of the Group amounted to RMB17,819,000 as at 30 June 2025 had been excluded as it is not considered as identifiable assets according to relevant accounting standards. The goodwill arising from the deemed acquisition of the Group by the Target Group was determined as RMB68,382,000 as calculated above, and the difference between these two amounts of RMB50,563,000 was stated as adjustment in the Unaudited Pro Forma adjustments.

- (c) The adjustment to the unaudited pro forma consolidated statement of financial position of the Enlarged Group represents i) the appreciation in fair value of the Group's identified property, plant, and equipment and other intangible assets, which amounted to approximately RMB765,000 and RMB30,075,000, respectively, as of 30 June 2025. Accordingly, the corresponding deferred tax liabilities and non-controlling interests with fair values of approximately RMB7,293,000 and RMB1,210,000, respectively, have been recognized. ii) the deferred income of the Group amounted to RMB4,030,000 in current liabilities and RMB4,335,000 in non-current liabilities as at 30 June 2025 had been excluded as it is not considered as identifiable liabilities according to relevant accounting standards.

The adjustment to the unaudited pro forma consolidated statement of profit or loss and other comprehensive income of the Enlarged Group represents i) the additional amortization of other intangible assets amounted to RMB711,000 for the six months ended 30 June 2025 in respect of the appreciation in fair value of the other intangible assets of the Group, ii) the deferred tax income in respect of the fair value adjustment amounted to RMB146,000, iii) the resulting impact on the amount shared by non-controlling interests amounting to RMB93,000 and iv) the reduction of other income and gains amounted to RMB1,751,000 for the six months ended 30 June 2025, resulting from the derecognition of the deferred income of the Group.

The equity of the Group would be eliminated upon the Merger Closing when preparing the consolidated financial statements of the Enlarged Group.

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- (4) This adjustment represents the estimated professional fees and expenses of RMB42,889,000 to be additionally incurred by the Group or the Target Group relating to the Proposed Merger as if they had been taken place on 30 June 2025.

This adjustment is not expected to have continuing effect on the Enlarged Group's consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows.

- (5) This adjustment represents the settlement of the loans made by the Target Group to Mr. Ni, as stated in note (3)(a)i above.
- (6) This adjustment represents the adjustment in share capital in respect to the deemed issued shares of the Target, as stated in note (3)(b) above. As stated in note(3)(b) above, the total number of shares of the Target would have been 672,515,267 at USD0.00002 per share as of 30 June 2025, thus the share capital of the Enlarged Group would have been USD13,450 (672,515,267\*0.00002), equivalent to RMB96,000 upon the Merger Closing.
- (7) The adjustment represents the elimination of the balances, transactions and cash flows between the Group and the Target Group as of 30 June 2025 and for the period ended 30 June 2025.
- (8) Unaudited pro forma statement of adjusted net tangible assets of the Enlarged Group

			Unaudited pro forma adjusted consolidated net tangible assets of the Enlarged Group per share as at 30 June 2025	Unaudited pro forma adjusted consolidated net tangible assets of the Enlarged Group as at 30 June 2025	Unaudited pro forma adjusted consolidated net tangible assets of the Enlarged Group per share as at 30 June 2025
	Net tangible assets of the Group as at 30 June 2025	Net tangible assets of the Group per share as at 30 June 2025		Net tangible assets of the Enlarged Group as at 30 June 2025	
	<i>RMB'000</i>	<i>RMB</i>		<i>RMB'000</i>	<i>RMB</i>
	<i>Note (a)</i>	<i>Note (b)</i>		<i>Note (c)</i>	<i>Note (d)</i>
Consolidated net tangible assets	929,984	1.77		143,200	0.07



- (a) The consolidated net tangible assets of the Group as at 30 June 2025 is based on the amount of consolidated net tangible assets attributable to the owners of the Company as at 30 June 2025, which is extracted from the interim report of the Group after excluding (i) goodwill of approximately RMB17,819,000; and (ii) other intangible assets of approximately RMB150,839,000.
- (b) The number of shares used for the calculation of net tangible assets of the Group per share is 525,262,071, being the number of ordinary shares of the Company in issue as of 30 June 2025.
- (c) The unaudited pro forma adjusted consolidated net tangible assets of the Enlarged Group are calculated on the basis of the amount of the unaudited pro forma adjusted consolidated net assets attributable to the owners of the Enlarged Group as at 30 June 2025, which is extracted from the unaudited pro forma consolidated statement of financial position of the Enlarged Group after excluding (i) goodwill of approximately RMB180,437,000; and (ii) other intangible assets of approximately RMB3,132,099,000.
- (d) The number of shares used for the calculation of the unaudited pro forma adjusted consolidated net tangible assets of the Enlarged Group after completion of the Proposed Merger are based on 2,108,941,078 which represents:
  - (i) 525,262,071 issued shares as at 30 June 2025;
  - (ii) 1,583,679,007 shares to be issued upon completion of the Proposed Merger as at 30 June 2025. To be specific, the calculation of 1,583,679,007 Shares is arrived at as below:

As at 30 June 2025, 1,583,679,007 consideration shares were considered to have been issued by the Company, which was calculated as the product of the number of Target Shares issued based on the assumption that no Target Share Options would be exercised and the exchange ratio, minus the reduction of Shares, based on share/option information of the Target and the Company as at 30 June 2025. The exchange ratio is derived by calculating the respective per-share equity values of the Target and the Company based on their fully diluted share capital and then dividing the former by the latter. The reduction of Shares is resulted by the assumption that half of the outstanding receivable balance due from the Controlling Shareholder would be settled in the shares to have been issued to the Controlling Shareholder by the Company. The number of the reduction of Shares is half of the outstanding receivable balance due from the Controlling Shareholder divided by the per-share value of the Company.

- (9) When preparing the unaudited pro forma financial information of the Enlarged Group, the exchange rates used were those as at 30 June 2025.
- (10) According to the Merger Agreement, at the Merger Effective Time, each Target Share Option can be assumed by and replaced with a comparable option of the Company which preserves the compensation element of such Target Share Option existing immediately prior to the Merger Effective Time in accordance with the same (or more favorable) exercise schedule to such Target Share Option. The unaudited pro forma financial information of the Enlarged Group did not take this into consideration because (a) the Directors were of the view that such replacement of share options was not directly related to the Proposed Merger and (b) the terms of the new option had not been finalized and subject to change and approval.



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

To the Directors of Genor Biopharma Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Genor Biopharma Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") and Edding Group Company Limited and its subsidiaries (collectively referred to as the "Target Group") (the Group together with the Target Group are collectively referred to as the "Enlarged Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 30 June 2025, the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows for the period ended 30 June 2025, and related notes as set out on pages III-1 to III-18 of the circular dated 5 December 2025 (the "Circular") issued by the Company (the "Unaudited Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Part A of Appendix III to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed merger of the entire issued share capital of Edding Group Company Limited (the "Proposed Merger") on the Group's financial position as at 30 June 2025 and the Group's financial performance and cash flows for the period then ended as if the Proposed Merger had taken place at 30 June 2025 and 1 January 2025, respectively. As part of this process, information about the Group's financial position as at 30 June 2025 and the information about the Group's financial performance and cash flows for the period ended 30 June 2025 have been extracted by the Directors from the Group's unaudited consolidated financial statements for the period ended 30 June 2025.

### **Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

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

### **Our Independence and Quality Management**

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

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



### Reporting Accountants' Responsibilities

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

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

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

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

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

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

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

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

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



### **Opinion**

In our opinion:

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

A handwritten signature in black ink, appearing to read 'Ernst &amp; Young', written in a cursive style.

*Certified Public Accountant*

Hong Kong  
5 December 2025