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杭州启明医疗器械股份有限公司
Venus Medtech (Hangzhou) Inc.

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

(Stock Code: 2500)

**ANNOUNCEMENT OF ANNUAL RESULTS
 FOR THE YEAR ENDED DECEMBER 31, 2025**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (together, the “**Group**”) for the year ended December 31, 2025 (the “**Reporting Period**”), together with comparative figures for the same period of 2024.

FINANCIAL HIGHLIGHTS

	Year ended December 31, 2025 RMB'000	Year ended December 31, 2024 RMB'000	Year on year change
Revenue	306,786	470,833	-34.8%
Gross profit	211,832	367,746	-42.4%
Loss before tax	(404,886)	(740,713)	-45.3%
Loss for the year	(407,693)	(717,373)	-43.2%
Loss attributable to owners of the parent	(407,693)	(714,307)	-42.9%
Loss per share attributable to ordinary equity holders of the parent			
Basic and diluted	RMB(0.93)	RMB(1.63)	-42.9%
Non-IFRS measures*			
Non-IFRS commercialization profit ¹	1,405	97,670	-98.6%
Non-IFRS commercialization profit margin ¹	0.5%	20.7%	-20.2 percentage points
Non-IFRS EBITDA ²	(289,563)	(621,759)	-53.4%
Adjusted non-IFRS EBITDA ³	(250,462)	(253,671)	-1.3%

* This item is neither required under IFRS nor presented in the consolidated financial statements. For further details, please refer to “Financial Review – Non-IFRS Measures” in this announcement.

1 Non-IFRS commercialization profit represents gross profit after deducting (i) selling and distribution expenses; and (ii) charitable donations. Commercialization profit margin represents commercialization profit divided by revenue. These indicators are used to measure the Company’s commercialization capability.

2 Non-IFRS EBITDA represents earnings/(loss) before interest, tax, depreciation and amortization.

3 Adjusted non-IFRS EBITDA represents earnings/(loss) before interest, tax, depreciation and amortization and non-recurring gains and losses. Non-recurring gains and losses refer to income or losses generated outside of normal business activities, characterized by their incidental and non-continuous nature, and are expected not to have a lasting impact on the performance of future years.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		2025	2024
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	4	306,786	470,833
Cost of sales		<u>(94,954)</u>	<u>(103,087)</u>
Gross profit		211,832	367,746
Other income and gains	4	47,568	38,500
Selling and distribution expenses		(195,485)	(245,066)
Research and development costs		(267,404)	(341,185)
Administrative expenses		(96,759)	(146,026)
Other expenses		(86,245)	(372,440)
Reversal of impairment losses/(impairment losses) on financial assets, net		1,707	(21,441)
Finance costs	5	(17,996)	(16,647)
Share of losses of:			
A joint venture		(1,433)	(1,114)
Associates		<u>(671)</u>	<u>(3,040)</u>
Loss before tax	6	(404,886)	(740,713)
Income tax (expense)/credit	7	<u>(2,807)</u>	<u>23,340</u>
Loss for the year		<u>(407,693)</u>	<u>(717,373)</u>
Other comprehensive (loss)/income			
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequently periods:</i>			
Exchange differences on translation of foreign operations		(40,728)	24,213
Reclassification of foreign currency translation reserve upon deconsolidation of subsidiaries		<u>–</u>	<u>(2,940)</u>
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods		<u>(40,728)</u>	<u>21,273</u>

	Note	2025 RMB'000	2024 RMB'000
<i>Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequently periods:</i>			
Equity investments designated at fair value through other comprehensive income:			
Changes in fair value		–	(16,359)
Income tax effect		–	352
		<u>–</u>	<u>(16,007)</u>
Net other comprehensive loss that will not be reclassified to profit or loss in subsequently periods		–	(16,007)
		<u>–</u>	<u>(16,007)</u>
Other comprehensive (loss)/income for the year, net of tax		<u>(40,728)</u>	<u>5,266</u>
Total comprehensive loss for the year		<u>(448,421)</u>	<u>(712,107)</u>
Loss attributable to:			
– Owners of the parent		(407,693)	(714,307)
– Non-controlling interests		–	(3,066)
		<u>(407,693)</u>	<u>(717,373)</u>
Total comprehensive loss attributable to:			
– Owners of the parent		(448,421)	(709,549)
– Non-controlling interests		–	(2,558)
		<u>(448,421)</u>	<u>(712,107)</u>
Loss per share			
Attributable to ordinary equity holders of the parent			
– Basic and diluted (RMB)	9	<u>(0.93)</u>	<u>(1.63)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<i>Note</i>	2025 RMB'000	2024 RMB'000
Non-current assets			
Property, plant and equipment		72,559	405,372
Right-of-use assets		43,677	116,738
Goodwill		1,016,558	1,039,641
Other intangible assets		393,825	439,718
Investment in a joint venture		3,301	3,740
Investment in associates		56,433	58,390
Deferred tax assets		31,590	24,471
Equity investments designated at fair value through other comprehensive income		–	–
Financial assets at fair value through profit or loss		192,378	352,461
Prepayments, other receivables and other assets		42,175	6,759
		1,852,496	2,447,290
Total non-current assets			
Current assets			
Inventories		96,746	98,061
Trade receivables	10	99,238	198,567
Prepayments, other receivables and other assets		79,645	70,582
Financial assets at fair value through profit or loss		105,432	–
Loans to former directors and a former director's controlled entity		110,967	108,567
Pledged deposit		16,632	21,001
Short-term bank deposit		–	7,666
Cash and cash equivalents		158,336	298,036
		666,996	802,480
Total current assets			

		2025	2024
	Notes	RMB'000	RMB'000
Current liabilities			
Trade payables	11	15,950	30,229
Lease liabilities		36,345	38,591
Other payables and accruals		171,051	272,144
Interest-bearing bank borrowings	12	5,004	17,518
Government grants		1,830	2,560
Contract liabilities		664	649
Tax payable		9,759	58
		<u>240,603</u>	<u>361,749</u>
Total current liabilities		<u>240,603</u>	<u>361,749</u>
Net current assets		<u>426,393</u>	<u>440,731</u>
Total assets less current liabilities		<u>2,278,889</u>	<u>2,888,021</u>
Non-current liabilities			
Interest-bearing bank borrowings	12	–	265,455
Other financial liabilities – convertible bond bridge loan		154,212	–
Other payables and accruals		341,220	363,942
Lease liabilities		20,779	47,525
		<u>516,211</u>	<u>676,922</u>
Total non-current liabilities		<u>516,211</u>	<u>676,922</u>
Net assets		<u>1,762,678</u>	<u>2,211,099</u>
EQUITY			
Equity attributable to owners of the parent			
Share capital		441,012	441,012
Reserves		1,321,666	1,770,087
		<u>1,762,678</u>	<u>2,211,099</u>
Total equity		<u>1,762,678</u>	<u>2,211,099</u>

1. CORPORATE INFORMATION

Venus Medtech (Hangzhou) Inc. (the “**Company**”) is a joint stock company with limited liability established in the People’s Republic of China (the “**PRC**”). The registered office of the Company is located at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC. The address of its principal place of business in Hong Kong is 40/F, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong.

During the year, the Group was principally engaged in the research and development, and the manufacture and sale of bioprosthetic heart valves. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 10 December 2019.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (the “**IASB**”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income and financial assets and liabilities at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Going concern consideration

During the year ended 31 December 2025, the Group incurred a loss of RMB407,693,000 and a net operating cash outflow of RMB321,346,000. The directors of the Company have given consideration to the future liquidity of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. The directors of the Company have reviewed the Group’s cash flow projections prepared by management, which covers a period of at least 12 months from the end of the reporting period. Certain plans and measures have been taken to mitigate the liquidity pressures and to improve its financial position which include, but not limited to, the following:

- (1) The Group has planned or executed multiple strategies to improve liquidity, including maintaining stricter cost control measures, significantly reducing operating cost budgets, and postponing discretionary capital expenditure plans;
- (2) Following the Group’s 2025 year-end disposal of an industrial park and the agreement to sell the Group’s holding of Valgen Holding Corporation’s Series B preferred shares, the Group continues to realize additional cash through the disposal of non-valve core business assets;
- (3) Management has conducted preliminary contact with certain potential investors regarding proposed equity financing. These discussions are actively progressing, and the directors of the Company expect relevant financing arrangements to be completed within 2026, at which time the Group’s liquidity status will further improve;
- (4) The Group is currently in discussions with banks regarding the drawdown of liquidity borrowings under already approved loan quotas; and
- (5) The Group is exploring other possible cash income channels (including but not limited to possible compensation obtained from relevant patent litigation), etc.

Taking into account continuity and availability of financial resources to the Group and the plans and measures above and if these plans and measures are successful, the directors of the Company are therefore satisfied that the Group will be able to meet its financial obligations for at least the next twelve months from the end of the reporting period. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

2.2 APPLICATION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

In the current year, the Group has adopted all the new and revised IFRS Accounting Standards issued by International Accounting Standards Board (the “IASB”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2025. IFRS Accounting Standards comprise International Financial Reporting Standards (“IFRS”); International Accounting Standards (“IAS”); and Interpretations. The adoption of these new and revised IFRS Accounting Standards did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised IFRS Accounting Standards that have been issued but are not yet effective. Except for the new IFRS Accounting Standards mentioned below, the application of these new and revised IFRS Accounting Standards will not have material impact on the financial statements of the Group.

IFRS 18 “Presentation and Disclosure in Financial Statements” (“IFRS 18”)

IFRS 18, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 “Presentation of Financial Statements” (“IAS 1”). This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to HKAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” (the title of which will be changed to Basis of Preparation of Financial Statements upon effective of IFRS 18) and IFRS 7 “Financial Instruments: Disclosures”. Minor amendments to IAS 7 “Statement of Cash Flows” and IAS 33 “Earnings per Share” are also made.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their products and only has one reportable operating segment. Management monitors the results of the Group’s operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

(a) Revenue from external customers

	2025 <i>RMB’000</i>	2024 <i>RMB’000</i>
Mainland China	208,464	388,327
Others	98,322	82,506
	<u>306,786</u>	<u>470,833</u>

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

(b) Non-current assets

	2025 <i>RMB’000</i>	2024 <i>RMB’000</i>
Mainland China	114,438	496,239
Israel	1,400,230	1,489,533
Hong Kong	56,433	58,390
USA	18,904	24,495
Netherlands	46	460
	<u>1,590,051</u>	<u>2,069,117</u>

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets and financial instruments.

Information about major customers

Revenue from a customer individually contributing over 10% of the Group's revenue is as follow:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Customer A (<i>note</i>)	<u>127,977</u>	<u>N/A</u>

Note: Revenue from this customer did not exceed 10% of total revenue in the year ended 31 December 2024.

4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<i>Revenue from contracts with customers</i>		
Sale of medical devices	<u>306,786</u>	<u>470,833</u>

Revenue from contracts with customers

(a) *Disaggregated revenue information*

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Geographical markets		
Mainland China	208,464	388,327
Others	<u>98,322</u>	<u>82,506</u>
Total revenue from contracts with customers	<u>306,786</u>	<u>470,833</u>
Timing of revenue recognition		
Goods transferred at a point in time	<u>306,786</u>	<u>470,833</u>

(b) **Performance obligations**

There was no revenue recognised during the year that was included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2025	2024
	RMB'000	RMB'000
Amounts expected to be recognised as revenue:		
Within one year	<u>664</u>	<u>649</u>

The amounts of transaction prices allocated to the performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

An analysis of other income and gains is as follows:

	2025	2024
	RMB'000	RMB'000
Other income		
Bank interest income	2,615	7,950
Other interest income	2,400	2,400
Government grants (<i>note(a)</i>)	20,428	17,934
Others	<u>7,251</u>	<u>5,715</u>
	<u>32,694</u>	<u>33,999</u>
Gains		
Fair value adjustments of contingent considerations	14,874	–
Gain on deconsolidation of a subsidiary	–	3,621
Foreign exchange gains, net	<u>–</u>	<u>880</u>
	<u>14,874</u>	<u>4,501</u>
	<u>47,568</u>	<u>38,500</u>

Note:

- (a) The government grants mainly represent incentives received from the local governments for the purpose of compensation for expenditure arising from research activities and clinical trial activities and awards for new valve product development and expenditure incurred on certain projects.

5. FINANCE COSTS

An analysis of finance costs is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Interest on convertible bond bridge loan	11,712	–
Interest on bank loans	9,402	20,472
Interest on lease liabilities	5,707	7,012
Other	185	–
	<hr/>	<hr/>
Total interest expense	27,006	27,484
Less: Interest capitalised	(9,010)	(10,837)
	<hr/>	<hr/>
	17,996	16,647

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Cost of inventories sold	94,954	103,087
Research and development costs	219,342	256,517
Depreciation of property, plant and equipment	23,869	24,672
Depreciation of right-of-use assets	33,092	36,580
Amortisation of other intangible assets	40,366	49,857
(Reversal of impairment losses)/impairment losses of trade receivables, net	(2,499)	1,091
Impairment losses of other receivables	792	20,350
Impairment losses of property, plant and equipment	–	125,960
Write-down of inventories to net realisable value	6,491	15,472
Impairment of other intangible assets	–	62,026
Auditor's remuneration	2,989	3,689
Loss on disposal of items of property, plant and equipment, net	20,535	87
Loss on disposal of financial assets at fair value through profit or loss	19,643	–
Expense relating to short-term leases	3,394	1,190
Fair value loss/(gains), net:		
Financial assets at fair value through profit or loss		
– mandatorily classified as such	10,877	81,006
Fair value adjustments of contingent considerations	(14,874)	32,774
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7. INCOME TAX

PRC

Pursuant to the Corporate Income Tax Law of the PRC and the respective regulations, the subsidiaries which operate in Mainland China are subject to corporate income tax at a rate of 25% on the taxable income. Preferential tax treatment is available to the Company, since it was recognised as a High and New Technology Enterprise in December 2025, and was entitled to a preferential tax rate of 15% during the year (2024: 15%). Certain subsidiaries of the Group are qualified as small and micro enterprises and are subject to a preferential income tax rate of 20% during the year with the first annual taxable income of RMB1,000,000 eligible for 87.5% reduction and the income between RMB1,000,000 and RMB3,000,000 eligible for 75% reduction.

USA

Pursuant to the relevant tax laws of the USA, federal corporation income tax was levied at the rate of 21% (2024: 21%) on the taxable income arising in the USA during the year.

Israel

Pursuant to the relevant tax laws of Israel, the corporate income tax was levied at 23% (2024: 23%) on the taxable income arising in Israel during the year.

United Kingdom (“UK”)

Pursuant to the relevant tax laws of the UK, the principal federal tax was levied at the rate of up to 19% (2024: up to 19%) on the taxable income arising in the UK during the year.

Netherlands (“NL”)

Pursuant to the relevant tax laws of the NL, the corporate income tax was levied at the rate of up to 19% (2024: up to 19%) on the taxable income arising in the NL during the year.

Germany

Pursuant to the relevant tax laws of Germany, the corporate income tax was levied at 16% (2024: 16%) on the taxable income arising in Germany during the year.

Hong Kong

Pursuant to the relevant tax laws of Hong Kong, profits tax is levied at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong during the year.

The income tax expense/(credit) of the Group during the year is analysed as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Current-PRC		
Charge for the year	148	377
Current-USA		
Charge for the year	–	194
Current-Israel		
Charge for the year	80	–
Current-NL		
Charge for the year	413	377
Withholding tax	9,913	–
Deferred tax	(7,747)	(24,288)
	<u>2,807</u>	<u>(23,340)</u>

8. DIVIDEND

No dividend has been paid or declared by the Company during the year (2024: Nil).

9. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2025 and 2024. The calculation of basic loss per share is based on:

	2025	2024
	RMB'000	RMB'000
Loss		
Loss attributable to ordinary equity holders of the parent	<u>(407,693)</u>	<u>(714,307)</u>
	Number of shares	
	2025	2024
Shares		
Weighted average number of shares in issue during the year	<u>437,897,443</u>	<u>437,897,443</u>

10. TRADE RECEIVABLES

	2025	2024
	RMB'000	RMB'000
Trade receivables	105,481	211,328
Impairment	<u>(6,243)</u>	<u>(12,761)</u>
	<u>99,238</u>	<u>198,567</u>

The Group's trading terms with its customers are mainly on credit. The credit period is generally two to six months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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

	2025 RMB'000	2024 <i>RMB'000</i>
Within 6 months	60,900	144,726
7 to 12 months	12,523	28,956
1 to 2 years	16,263	20,522
Over 2 years	9,552	4,363
	<u>99,238</u>	<u>198,567</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	2025 RMB'000	2024 <i>RMB'000</i>
At beginning of year	12,761	11,670
Written-off	(4,019)	–
(Reversal of impairment losses)/impairment losses, net (<i>note 6</i>)	(2,499)	1,091
	<u>6,243</u>	<u>12,761</u>

11. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2025 RMB'000	2024 <i>RMB'000</i>
Within 3 months	15,284	27,496
3 to 6 months	104	1,573
6 to 12 months	–	725
Over 12 months	562	435
	<u>15,950</u>	<u>30,229</u>

12. INTEREST-BEARING BANK BORROWINGS

	Effective interest rate (%)	Maturity	2025 RMB'000	2024 RMB'000
Current				
Floating interest rate:				
Bank loans – unsecured	1-year LPR* plus 0.25%	2025	–	17,518
Bank loans – unsecured	1-year LPR* minus 0.30%	2026	5,004	–
			<hr/>	<hr/>
			5,004	17,518
Non-current				
Floating interest rate:				
Bank loans – secured	5-year LPR* minus 0.10%	2026-2036	–	180,909
Bank loans – secured	5-year LPR* minus 0.15%	2026-2037	–	84,546
			<hr/>	<hr/>
			–	265,455
			<hr/>	<hr/>
			5,004	282,973
			<hr/> <hr/>	<hr/> <hr/>

* Loan Prime Rate in Mainland China (“LPR”)

MANAGEMENT DISCUSSION AND ANALYSIS

I. BUSINESS REVIEW

Overview

Founded in 2009, we have grown into a global platform company engaged in innovative medical devices that integrate R&D, clinical development, manufacturing and commercialization. Our vision is to become a global leader in the field of structural heart diseases, seeking effective treatment options for major diseases that seriously threaten human health.

We have developed a product portfolio covering the interventional devices for valvular heart diseases including transcatheter aortic valve replacement (TAVR), transcatheter pulmonary valve replacement (TPVR), transcatheter mitral valve replacement (TMVR), transcatheter tricuspid valve replacement (TTVR) and other procedural accessories, allowing us to provide overall solutions for physicians and patients. In the future, the Company will continue to focus on the field of structural heart, and continue to iterate and update by applying new technologies and materials to introduce innovative products that meet needs of physicians and patients.

During the Reporting Period, the Company has maintained a deep commitment to the structural heart disease sector, focused on its core product pipeline, and steadily advanced pivotal clinical trials. In particular, the Company's tricuspid valve replacement product, Cardiovalve, has achieved smooth progress in its pivotal clinical trial in Europe, with all 150 patients enrolled and the CE MDR application submitted; which is currently in the post-operative follow-up period. Interim clinical data for Cardiovalve were formally presented at the PCR London Valves 2025, earning positive feedback from international experts and scholars. Meanwhile, enrollment for the pivotal clinical trial of the Group's next-generation TAVR product, Venus-PowerX, is also progressing steadily; patient enrollment for the U.S. IDE pivotal clinical trial of the transcatheter pulmonary valve replacement product, VenusP-Valve, is also on track. Leveraging its differentiated product portfolio and robust clinical development capabilities, the Group will continue to commit to the implementation of globally innovative valve therapy solutions, bringing benefits to more patients at an early date.

During the Reporting Period, capitalizing on its solid global patent portfolio, the Group achieved major progress in key intellectual property legal proceedings. With respect to the patent validity of Cardiovalve, the United States Court of Appeals for the Federal Circuit formally issued a judgment order affirming the prior final decision by the Patent Trial and Appeal Board of the United States Patent and Trademark Office in favor of the Group. Such ruling effectively safeguards the intellectual property foundation of the Group's core products and demonstrates the Group's strong barriers in technological innovation and intellectual property protection.

During the Reporting Period, the Company continued to advance the disposal and divestment of non-core assets, further concentrating its resources on the research and development, clinical trials and commercialization of its core valve pipeline. As of the date of this announcement, the Group has completed the divestment of minority equity investments in Venus Medical Life Sciences Industrial Park and Valgen Holding Corporation, among others, and has recovered the majority of cash proceeds in respect of such projects.

During the Reporting Period, the Company has substantially completed the strategic transformation of its sales model from direct sales-like to platform-based distribution, which has significantly improved the turnover efficiency of accounts receivable. During the year, the Company continued to optimize its distributor network, strengthen the professional capacity building of its sales force, actively unlock the commercial value of core products, and strive to provide high-quality treatment solutions for a broad base of patients. Throughout 2025, the Company completed a total of nearly 3,600 units of terminal implantations in domestic market. As of December 31, 2025, our total coverage of hospital had cumulatively reached nearly 700 nationwide.

In terms of overseas operations, the Company continues to expand into international markets in Europe, South America, Asia Pacific and the Middle East. Leveraging the differentiated product positioning of VenusP-Valve, our market share has achieved steady growth as supported by long-term safety and effective clinical data. Throughout 2025, our overseas revenues, primarily driven by the VenusP-Valve product, reached RMB98.3 million, representing a year-on-year growth of 19.2%. The products now covers nearly 70 countries and regions across Europe, North America, the Middle East, Southeast Asia, and Latin America. The continuous improvement of direct sales and distribution models in overseas market lays a solid foundation for the Company to achieve sustainable and stable growth for its existing products and expansion into overseas market for its future products.

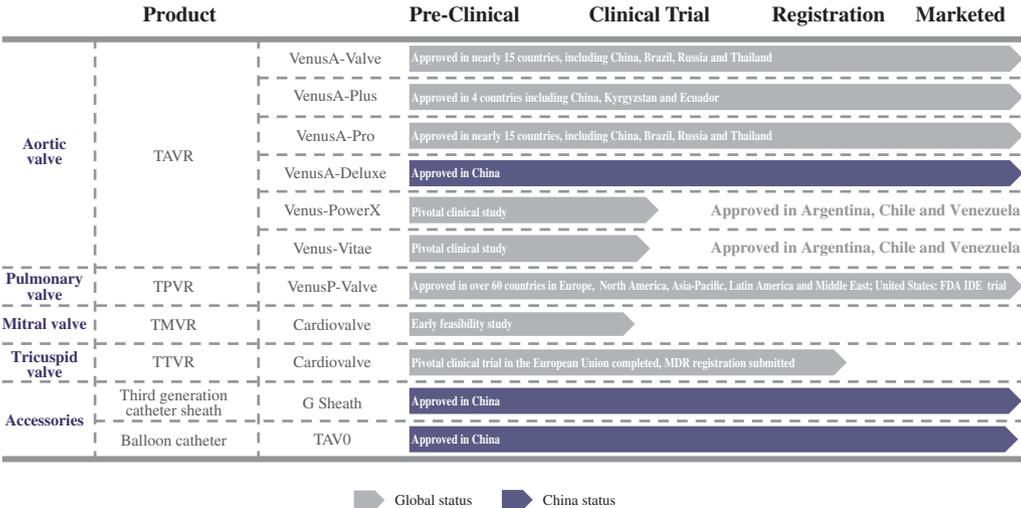
To achieve the Company's strategic objectives, we are committed to enhancing operational efficiency by actively improving internal production systems, refining processes, enhancing quality, and lowering costs. This bolstered the cost competitive advantage of our products. In addition, we continuously strengthened budget management, reduced costs, enhanced efficiency, controlled expenses and adopted other approaches to manage spending, lower costs, and reduce losses. Throughout 2025, the losses attributable to the parent decreased by 42.9% year on year.

Our Products and Product Pipeline

As of the date of this announcement, the Company has successfully established a product pipeline consisting of ten innovative medical devices, covering the fields of heart valve diseases.

Interventional treatment of heart valve diseases is our core therapeutic area. The Company has six commercialized TAVR products (VenusA-Valve, VenusA-Plus, VenusA-Pro, VenusA-Deluxe, Venus-PowerX and Venus-Vitae), one TPVR product (VenusP-Valve) and two transcatheter procedural accessories (expandable catheter sheath product (G Sheath) and balloon catheter (TAV0)). Our products currently in clinical trials include next-generation TAVR products (Venus-PowerX and Venus-Vitae), one innovative medical device Cardiovalve which can be used for both TMVR and TTVR, and the TPVR product (VenusP-Valve).

The following chart summarizes the development status of our products and product candidates as of the date of this announcement:



We currently have six marketed TAVR products at home and abroad, namely, VenusA-Valve, VenusA-Plus, VenusA-Pro, VenusA-Deluxe, Venus-PowerX and Venus-Vitae. VenusA-Valve received approval for registration from the NMPA in April 2017, which marked the first transcatheter aortic valve replacement (TAVR) product approved by NMPA for commercialization in China. VenusA-Plus received approval for registration from the NMPA in November 2020, which was the first retrievable TAVR product approved in China. While maintaining the strong radial force of the first generation valve, VenusA-Plus introduces the functions of retrievability and repositioning, which may reduce the complexity of procedures and significantly shorten the learning curve of physicians.

VenusA-Pro received approval for registration from the NMPA in May 2022, as an upgraded version of VenusA-Plus. It ensures radial force while providing improved cross-aortic arch performance with its capsule head made of super-elastic material, therefore enhancing the operability in procedures. VenusA-Deluxe received approval for registration from the NMPA in November 2024, as the latest generation TAVR product. It builds on previous products by further optimizing and upgrading the delivery system, and applies the stepwise compression of the valve, which effectively reduces the incidence of folding during the valve loading phase. The unique axial imaging markers for Commissural Allignment provides full protection for the coronary arteries, and parts of the material structure of the delivery system is fully optimized, making the overall delivery and release process more stable and safe. Our extensive product pipeline offers more comprehensive and better treatment options to physicians and patients, and meets the needs of different patients.

For VenusA-Valve, as the first TAVR product launched in China, the Company has constantly advanced its registered clinical long-term follow-up study for VenusA-Valve, for which the 10-year follow-up results have been published. As the only TAVR product in China with 10-year long-term follow-up data, key outcomes demonstrate that the cardiac mortality rate was only 17.5%; peak velocity, mean transvalvular gradient and left ventricular ejection fraction remained stable within normal ranges over the long term with sound stability; and more than 90% of patients had no/trivial/mild paravalvular leakage after implantation. The longest-followed patient has completed 13 years of post-procedure monitoring with normal valve function, fully validating the long-term safety, efficacy and durability of VenusA-Valve.

At the 11th China Valve (Hangzhou) 2025 Conference, the Company released the 5-year follow-up results of VenusA-Plus, with impressive data performance: no new cardiac death cases occurred during the follow-up period, and the incidence of valve thrombosis was 0%; valve function remained excellent, and core indicators such as valve orifice area, transvalvular gradient and flow velocity all validated that patients continued to benefit from the treatment. In addition, subgroup analysis results showed that the optional “retrievable” function did not bring additional long-term safety risks, and the long-term follow-up results of VenusA-Plus in patients with bicuspid and tricuspid valves were both excellent, fully demonstrating its outstanding clinical safety and broad applicability.

VenusP-Valve Series – TPVR Product

VenusP-Valve, our independently developed transcatheter pulmonary valve system, obtained the CE MDR approval for registration in April 2022 and was approved for commercialization. The product is designed to treat patients suffering moderate to severe pulmonary regurgitation with or without RVOT stenosis. It is the first self-expanding TPVR product approved in Europe, and also the first Class III implantable cardiovascular device approved under CE MDR regulations. VenusP-Valve was approved for registration by the NMPA in July 2022 for the treatment of patients with severe pulmonary regurgitation with native RVOT. As the first TPVR product approved in China, VenusP-Valve filled the gap in clinical demands in China.

With its excellent clinical performance, the safety and effectiveness of VenusP-Valve have been highly recognized by experts and physicians worldwide. In 2025, the Company released the 10-year follow-up results from the China registration clinical trial of VenusP-Valve. The data demonstrated a 10-year cumulative mortality rate of merely 3.64% (2 cases), with no additional deaths reported from the first to the tenth year post-procedure. Regarding long-term efficacy, no less than 80% of patients exhibited no more than mild pulmonary regurgitation throughout the 1-10 year follow-up period, marking a substantial improvement in pulmonary valve function. The patient with the longest follow-up has completed 12 years of post-implantation monitoring and remains in good health. These outcomes fully validate the long-term safety and efficacy of VenusP-Valve, underscoring its robust stability in clinical practice and the pivotal clinical value it delivers for the long-term prognosis of patients.

We are steadily expediting US IDE (PROTEUS) pivotal clinical study on VenusP-Valve. This study is a prospective, multi-centered clinical trial targeting patients with RVOTD combined with severe pulmonary valve regurgitation, and is expected to enroll a total of 60 subjects. Previously, the clinical trial gained approval from the Centers for Medicare & Medicaid Services (CMS) for inclusion in the medical insurance program. This means that clinical treatment expenses for patients eligible for the CMS medical insurance plan can be reimbursed through insurance claims, accelerating the progress of clinical trial in various centers. We will actively expedite the approval of VenusP-Valve in the U.S. market.

Venus-PowerX – New Generation TAVR Product

Venus-PowerX, our first self-developed self-expanding dry-tissue TAVR product, is in global pivotal clinical trial.

Venus-PowerX is our new generation pre-loaded dry-tissue valve product. It adopts the Venus-Endura dry-tissue technology, which leverages advanced anti-calcification technology to improve the durability of the valve, without glutaraldehyde for preservation. While enhancing safety, Venus-PowerX also boasts convenience for clinical application, preservation and transportation. It is also equipped with the world's first adaptive active anti-PVL skirt Seadapt with high compression ratio, self-expansion and high resilience, which can adjust the skirt adaptively to fill the perivalvular space and promote the combination of vascular tissue and skirt, thereby effectively reducing paravalvular leakage. Its pre-loaded dry tissue technology can significantly reduce operation preparation time. The combination of wire-controlled technology and a unique valve frame design can eliminate the stress on the valve during deployment, ensuring a more stable and precise release. It can still be 100% fully retrieved after complete release, offering greater safety compared to existing retrievable valves. Additionally, the valve frame employs a unique design with three large V-shaped openings, coordinated with the direction of entry of the delivery system, effectively preserving coronary access in the later stage. The delivery system, compared to previous generations, features a unique multi-layer waveguide design, offering superior flexibility and pushability. Venus-PowerX was approved for marketing and successfully completed commercial sales in Argentina, Chile and Venezuela. We will further promote the clinical research of Venus-PowerX to strive for its early approval in the global market.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET VENUS-POWERX SUCCESSFULLY (EXCEPT FOR ARGENTINA, CHILE AND VENEZUELA).

Venus-Vitae – New Generation TAVR Product

The Venus-Vitae, our first self-developed balloon-expandable dry-tissue TAVR product, is in the global pivotal clinical trial.

Venus-Vitae adopted Venus-Endura dry tissue technology, which leverages advanced anti-calcification technology on the valve to improve the durability of the valve, and three-dimensional force controlled dehydration technology without glutaraldehyde for preservation. While enhancing safety, Venus-Vitae also boasts convenience for clinical application, preservation and transportation. In addition, its delivery system is uniquely designed with the patented wire-lock technology, thus locking the valve during transporting and balloon expanding. The wire-lock technology, steerable function, balloon coaxial rotation function and axial fine adjustment function maximize the controllability for physicians, and fill in the gap in the market where similar products are not equipped with a coronary alignment delivery system. It is also equipped with the world's first adaptive, active, anti-PVL skirt Seadapt with high compression ratio, self-expansion and high resilience, which can adjust the skirt thickness adaptively to fill the perivalvular space and promote the combination of vascular tissue and skirt. Venus-Vitae was approved for marketing and successfully completed commercial sales in Argentina, Chile and Venezuela. We will promote the clinical research of Venus-Vitae, striving for its early approval for marketing in the global market.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET VENUS-VITAE SUCCESSFULLY (EXCEPT FOR ARGENTINA, CHILE AND VENEZUELA).

Cardiovalve – TMVR/TTVR Product

The transcatheter mitral and tricuspid valve replacement products independently developed by Cardiovalve, a wholly-owned subsidiary of the Company, are in the pre-commercialization R&D stage. To date, the product for tricuspid regurgitation has completed patient enrollment of 150 cases in the European pivotal clinical trial, and the application for CE MDR has been submitted. The product for mitral regurgitation is in the feasibility study stage.

Compared with similar products, its transfemoral approach significantly improves the safety of treatment and its annular, up to 55 mm, is suitable for about 95% of the patient population. Meanwhile, its unique short frame design lowers the risk of ventricular obstruction. Cardiovalve is easy to operate, safe, highly repeatable, and can be completed in three steps: positioning, anchoring and release.

In November 2025, at the PCR London Valves 2025 conference, the Company announced the interim clinical data from the TARGET study of the Cardiovalve tricuspid valve replacement system. The data demonstrated that the Cardiovalve TTVR system exhibited favorable safety and clinical efficacy in patients with severe tricuspid regurgitation, further validating the clinical potential of Cardiovalve. The interim clinical data of the TARGET study included 125 patients across 25 clinical centers in Germany, Spain, Italy, Canada and the United Kingdom, with a mean age of 77 years. Clinical results of the TARGET study were as follows: (1) The mean device procedure time was 58 ± 29 minutes, with the shortest device procedure time being only 16 minutes; and (2) The overall intra-procedural success rate was 88% in accordance with the Tricuspid Valve Academic Research Consortium (TVARC) criteria. The success rate in the device implantation group reached 95%. Efficacy results showed: In terms of improvement in tricuspid regurgitation severity, the 6-month follow-up revealed that 100% of patients had no more than mild regurgitation, and this efficacy remained stable through the 12-month follow-up period. Regarding cardiac function improvement measured by the New York Heart Association (NYHA) functional classification, 88% of patients achieved NYHA Class I/II at 6 months post-procedure, and this proportion increased to 90% at 12 months. No patients with NYHA Class IV were observed during the 6-month follow-up, and this outcome remained stable at 12 months. In terms of quality of life, the mean Kansas City Cardiomyopathy Questionnaire score improved by 20 points at 6 months, and this benefit was maintained through the 12-month follow-up. The 6-minute walk distance increased by a mean of 44 meters and 32 meters at the 6-month and 12-month follow-ups, respectively. Safety results demonstrated excellent safety of the product with a low incidence of adverse events. The all-cause mortality rate was only 6.4%, and the heart failure rehospitalization rate was 1.6%. The incidences of cardiac tamponade, disabling stroke, and acute kidney injury requiring renal replacement therapy were all low. No myocardial infarction or device-related non-embolism events occurred. The preliminary clinical data verified the favorable safety profile of Cardiovalve. The announcement of these results highlighted the clinical potential of Cardiovalve's innovative design in the field of tricuspid valve therapy. In December 2025, the Company formally submitted an application for CE MDR to a European Notified Body. The Company will continue to fully advance subsequent clinical work, striving to launch the product at an early date to benefit numerous patients with tricuspid regurgitation worldwide who are in urgent need of effective treatment, and to create significant commercial value.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET CARDIOVALVE SUCCESSFULLY.

R&D Innovation

The structural heart disease market has immense potential. Focusing on its core strategy of “innovation driven by clinical demand”, the Company continues to increase its R&D investment to further cement its leading role in the field of heart valve interventions while making forward-looking arrangements for next-generation growth curve such as mitral valve and tricuspid valve. In 2025, the Company’s R&D pipelines continued to progress. In terms of aortic valves, the Company’s new generation of dry-tissue TAVR products, Venus-PowerX and Venus-Vitae, advanced smoothly in clinical trials. Both products adopt advanced anti-calcification technology, which significantly improves valve durability while simplifying surgical procedures, and are expected to provide a more durable solution for patients with aortic valve disease. In the field of pulmonary valve, the IDE pivotal clinical trial for VenusP-Valve in the U.S. is advancing steadily, marking the first instance of Chinese heart valve products undergoing clinical trial in the U.S. Meanwhile, the Company continued to iterate and update its pulmonary valve product, and further optimized the delivery system and valve design, thus consolidating the depth and lifecycle of the Company’s products in this market segment. Furthermore, the Company has strategically positioned our globally leading Cardiovalve valve replacement product for interventional treatment of mitral and tricuspid valves, with rapid progress in clinical trials and enrollment progress ahead of schedule. Early data demonstrate high operation success rates and significant improvement in postoperative reflux. It is poised to offer high-quality solutions for patients worldwide.

Innovation is the core driving force of the Company. The Company consistently adheres to a clinical demand-oriented approach, continuously advancing the iterative upgrading of interventional heart valve products lines through fully integrating internal independent innovation capabilities and deep collaboration with universities, research institutions, as well as internal innovation synergy, while actively exploring platform-based technologies for future valve optimization. The Company relies on its three R&D centers located in Hangzhou, China, Tel Aviv, Israel and Irvine, California, USA, fully leveraging the advantages of each region to form an efficient and collaborative global R&D network, providing strong technical support for the update and expansion of the product line. To further enhance innovation efficiency, the Company has optimized and upgraded its innovation strategy, transitioning from internal innovation to internal and external collaborative innovation. The Company actively expanded cooperation with third parties in the field of interventional treatment for structural heart diseases. Through various models such as commercialization cooperation, channel cooperation, and product acquisition, the Company accelerates the introduction of innovative technologies and products, further enriching its product pipeline and enhancing market competitiveness. During the Reporting Period, several of the Company’s innovative products were successfully selected for inclusion in the “2025 Hangzhou Quality Product Recommendation Catalogue” (2025 年杭州市優質產品推薦目錄) published by the Hangzhou Municipal Bureau of Economy and Information Technology. This is a consecutive number of times the Company has received this recommendation, once again confirming the recognition of the Company’s product strength.

For the years ended December 31, 2025 and 2024, our R&D costs were RMB267.4 million and RMB341.2 million, accounting for 87.2% and 72.5% of the Company’s operating income in the corresponding period respectively.

Intellectual Properties

The Company attaches great importance to intellectual property of our products and protection of patents. Leveraging its strong R&D capability, as of December 31, 2025, the Company had a total of 939 patents and patents under applications, including 531 authorized invention patents. We had 433 patents under application and authorized in the PRC, including 307 authorized patents, and 488 patents under application and authorized overseas, including 372 authorized patents. We had 18 PCT applications. Our global intellectual properties portfolio mainly covers China, the U.S. and Europe, as well as other countries and regions.

The Company continues to improve its intellectual property management system, strengthen scientific and technological innovation, and make use of high-quality technology to accumulate high-quality intellectual property results, bringing good news to patients with structural heart disease around the world. During the Reporting Period, the Company was successfully selected as one of the outstanding Chinese invention patent case projects in countries and regions participating in the “Belt and Road”. The selection was guided by the China National Intellectual Property Administration and aims to commend outstanding corporations that promote international cooperation and development through intellectual property innovation under the “Belt and Road” Initiative. A total of 10 outstanding case projects from different fields were selected nationwide. The Company was honoured to be the only selected enterprise in the national biopharmaceutical industry. This is an authoritative recognition of the Company’s persistence in innovation and deep cultivation in the field of intellectual property rights.

In July 2025, the Company officially won the lawsuit filed by Edwards Lifesciences Corporation (愛德華生命科學公司) and Edwards Lifesciences LLC (愛德華生命科學有限責任公司) (collectively referred to as “**Edwards Lifesciences**”) regarding the validity of the patent rights owned by its wholly-owned subsidiary Cardiovalve Ltd. (“**Cardiovalve**”). On July 16, 2025, the U.S. Court of Appeals for the Federal Circuit formally issued, according to the applicable legal procedures, an order enforcing the judgment in the appeal case (Case: 23-1515) filed by Edwards Lifesciences against Cardiovalve’s patent since Edwards Lifesciences did not file an appeal within the specified timeframe, upholding the final ruling made by the Patent Trial and Appeal Board of the U.S. Patent and Trademark Office in December 2022 in favor of Cardiovalve. This ruling marks Venus Medtech’s successful defense for the validity of Cardiovalve’s key patents, strengthening its global intellectual property barriers and playing a crucial role in consolidating its competitive advantage in the field of structural heart disease, particularly the advantage in its “Four-Valve Integration” strategy for its core valve business.

As of the date of this announcement, Cardiovalve, the Company’s wholly-owned subsidiary, has filed a patent infringement lawsuit against Edwards Lifesciences in the United States District Court for the District of Delaware. Further announcement will be made by the Company regarding any substantive progress as and when appropriate.

Manufacturing

We have a clean production zone of approximately 3,500 square meters in Hangzhou for manufacturing our heart valve products and product candidates. Our manufacturing facilities comply with the GMP requirements in the U.S., the EU and the PRC and follow rigorous manufacturing and quality control standards to ensure high product quality and safety standards.

Quality system

The Company has established an international quality management system in accordance with ISO13485, GMP of NMPA in China, QSR of the FDA in the U.S., MDR of the EU, RDC of ANVISA in Brazil, MDSAP, ISO/IEC17025 and other regulations and standards. As of the date of this announcement, the Company has obtained an ISO13485 system certificate, an MDR system certificate of the EU, an MDSAP quality system certificate (covering the regulatory requirements of quality systems of the U.S., Japan, Canada, Australia and Brazil), a China production license, a Brazil BGMP certificate, a CNAS laboratory accreditation certificate, and is also a training base unit for medical device inspectors in Hangzhou. Leveraging the establishment and maintenance of a high-standard and strict quality management system, the Company imposes quality control on products throughout the life cycle, from R&D to marketing and sales, so as to ensure the quality of products. In addition, the Company has also established a digital and refined quality management system through proactively participating in and completing the safety intelligence supervision “black box” project of Zhejiang Medical Products Administration, the management intelligence supervision platform of Hangzhou Market Supervision Administration, and the key transcatheter replacement system for the “14th Five-year” period and other intelligence regulation projects. Currently, information systems such as PLM (Product Lifecycle Management System), EBS (Enterprise Business Suite), WMS (Warehouse Management System), LIMS (Laboratory Information Management System), MES (Manufacturing Execution System), and ECS (Supplier/Customer Management) have been established.

Commercialization

For commercialization in China, the Company has established a professional sales and marketing team to continue to explore potential marketing channels, continuously expand the sales network in China, and provide professional and comprehensive medical solutions for doctors and patients. Through academic promotion activities and product education, we have established a good brand image in the market. We took an active part in international and domestic academic conferences to strengthen communication and exchange with hospitals, doctors and opinion leaders in the industry, continuously consolidate product brand awareness and influence in the industry, and establish a positive and professional brand image and competitive advantage. Throughout 2025, the Company participated in nearly 100 third-party meetings, covering nearly 10,000 experts with cumulative online views exceeding 100,000. As the only company in the domestic market with four TAVR products and one TPVR product, our rich product pipeline provides physicians and patients with more and better choices of treatment, enhances the brand influence of the Company and helps to consolidate our leading position in China.

Meanwhile, for international business, the Company has always insisted on promoting the development of innovative products in the international business market and continuously increasing its overseas market promotion efforts. Throughout 2025, the Company has achieved overseas revenue of RMB98.3 million, a year-on-year increase of 19.2%, and its proportion in the Company's revenue increased to 32.0%. The Company also actively promotes global cooperation with regional industry-leading customers, continues to promote market access and promotion of TPVR and TAVR products in Europe, Latin America, Asia Pacific, the Middle East and other countries, and actively promotes pre-market clinical trials of products in the U.S. and Japan. As of the end of the Reporting Period, the Company sells our products to over 300 medical centers in 70 countries and regions in Europe, the Middle East, Asia-Pacific, North America and Latin America. Throughout 2025, the Company expanded into 5 new commercialized countries and regions, including New Zealand, India and Hong Kong of the PRC. The Company continues to improve the international market influence of its products, and participated in several reputable international academic conferences in the cardiovascular interventional medicine industry, such as Catheter Interventions in Congenital, Structural and Valvular Heart Disease (CSI), EuroPCR, Association for European Paediatric and Congenital Cardiology (AEPC) Annual Meeting, 2025 Annual Scientific Meeting of the Latin American Society of Interventional Cardiology (SOLACI SOCIME 2025), 37th Transcatheter Cardiovascular Therapeutics Annual Scientific Session (TCT 2025) and PCR London Valves 2025, and attracted cardiovascular experts from different countries around the world, enhanced the recognition of our products among overseas doctors, and continuously strengthened the Company's international brand awareness and influence. We also gradually established contact with physicians and hospitals through distributors to continuously expand sales and our brand influence, thus providing more options for unmet clinical needs worldwide and benefiting more patients.

II. FINANCIAL REVIEW

Overview

The following discussion is based on, and should be read in conjunction with, the financial information and the notes included elsewhere in this announcement.

Revenue

During the Reporting Period, all of our revenue was generated from sales of medical devices. The six TAVR products we currently offer in the domestic and overseas market, namely VenusA-Valve, VenusA-Plus, VenusA-Pro, VenusA-Deluxe, Venus-PowerX and Venus-Vitae, represent the principal portion of our revenue, and are expected to account for a substantial portion of our sales in the near future. VenusP-Valve, a TPVR product, received the CE MDR Marking in the EU on April 8, 2022, and was approved by the NMPA for marketing on July 11, 2022 which has constituted the principal portion of our overseas revenue since its commercialization.

The Group's revenue for the year ended December 31, 2025 was RMB306.8 million, representing a decrease of 34.8% compared to RMB470.8 million for the year ended December 31, 2024. The fluctuation in revenue was due to the decline in the unit price and sales volume of products as a result of fiercely competitive domestic market environment.

The following table sets forth a breakdown of our revenue by product:

Revenue	Year ended December 31, 2025		Year ended December 31, 2024	
	RMB'000	Proportion	RMB'000	Proportion
TAVR products	210,316	68.56%	383,433	81.44%
TPVR products	96,394	31.42%	87,159	18.51%
Others	76	0.02%	241	0.05%
Total	<u>306,786</u>	<u>100%</u>	<u>470,833</u>	<u>100%</u>

Cost of Sales

The cost of sales primarily consists of staff costs, raw material costs, depreciation and amortization, utility costs and others.

The Group's cost of sales for the year ended December 31, 2025 was RMB95.0 million, representing a decrease of 7.9% compared to RMB103.1 million for the year ended December 31, 2024. The decrease is consistent with the trend of change in sales revenue for the same period. The Group will further enhance profitability by continuously optimizing the cost structure and improving production efficiency.

Gross Profit and Gross Profit Margin

As a result of the aforementioned factors, the gross profit of the Group decreased by 42.4% from RMB367.7 million for the year ended December 31, 2024 to RMB211.8 million for the year ended December 31, 2025. Gross profit margin is calculated as gross profit divided by revenue. The gross profit margin of the Group decreased from 78.1% for the year ended December 31, 2024 to 69.0% for the year ended December 31, 2025, primarily attributable to the decline in unit price of products.

Other Income and Gains

The Group's other income and gains for the year ended December 31, 2025 was RMB47.6 million, representing an increase of 23.6% compared to RMB38.5 million for the year ended December 31, 2024, primarily relating to the fair value adjustment on the contingent consideration payable in relation to the acquisition of Cardiovalve.

Selling and Distribution Expenses

The Group's selling and distribution expenses for the year ended December 31, 2025 was RMB195.5 million, representing a decrease of 20.2% compared to RMB245.1 million for the year ended December 31, 2024. The decrease was in line with the trend of movement in sales income during the same period.

R&D Costs

The Group's R&D costs for the year ended December 31, 2025 was RMB267.4 million, representing a decrease of 21.6% compared to RMB341.2 million for the year ended December 31, 2024. The change was mainly due to the Group's optimization of production line layout to reduce costs and improve efficiency.

The following table sets forth a breakdown of R&D costs:

	Year ended December 31, 2025 (RMB'000)	Year ended December 31, 2024 (RMB'000)
Staff costs	71,183	112,631
Raw material costs	31,834	56,379
R&D service expenses	36,311	32,151
Intellectual property expenses	10,417	12,990
Clinical trial expenses	33,347	28,547
Depreciation and amortization	71,162	84,668
Others	13,150	13,819
	<u>267,404</u>	<u>341,185</u>

Administrative Expenses

The Group's administrative expenses for the year ended December 31, 2025 was RMB96.8 million, representing a decrease of 33.7% compared to RMB146.0 million for the year ended December 31, 2024. The change mainly reflected a decrease in expenses relating to forensic investigations in connection with the trading suspension and resumption of trading during the Reporting Period.

Other Expenses

The Group's other expenses for the year ended December 31, 2025 was RMB86.2 million, representing a decrease of 76.9% compared to RMB372.4 million for the year ended December 31, 2024, primarily because impairment losses on certain long-term assets were recognized in the previous year, and no such significant expenses were incurred in the current year.

Reversal of Impairment Losses/(Impairment Losses) on Financial Assets, Net

The Group's reversal of impairment losses on financial assets, net, for the year ended December 31, 2025 was RMB1.7 million, representing a decrease of 107.9% compared to the impairment losses accrued on financial assets, net, of RMB21.4 million, for the year ended December 31, 2024. The change was primarily attributable to a decrease in impairment provisions individually recognized for other receivables with a low possibility of recovery.

Finance Costs

The Group's finance costs for the year ended December 31, 2025 was RMB18.0 million, representing an increase of 8.4% compared to RMB16.6 million for the year ended December 31, 2024. The increase was primarily attributable to other financial liabilities – convertible bond bridge loans newly incurred during the Reporting Period, resulting in an increase in finance costs.

Share of Loss in Investments in Associates and Joint Ventures Accounted for Using the Equity Method

For the year ended December 31, 2025, the Group's share of loss in investments in associates and joint ventures accounted for using the equity method was RMB2.1 million, representing a decrease of 50.0% from share of loss of RMB4.2 million for the year ended December 31, 2024. The change was related to the fluctuations in losses incurred by the companies in which we invested during the Reporting Period.

Income Tax

The Group's income tax expense for the year ended December 31, 2025 was RMB2.8 million, representing an increase of 112.0% compared to the income tax credit of RMB23.3 million for the year ended December 31, 2024. The change was related to the income tax arising from the disposal of shares in an investee company during the Reporting Period. For details regarding the disposal of equity interest, please refer to the Company's announcement dated December 29, 2025 headed "Discloseable Transaction in Relation to Disposal of Shares of an Investee Company".

Non-IFRS Measures

To supplement the Group's consolidated financial statements which are presented in accordance with IFRS, the Company has provided commercialization profit, commercialization profit margin, EBITDA and adjusted EBITDA as non-IFRS measures, which are not required by, or presented in accordance with IFRS. The Company believes that the non-IFRS adjusted financial measures provide useful information to investors and others in understanding and evaluating the Group's consolidated statements of profit or loss in the same manner as they helped the Company's management, and that the Company's management and investors may benefit from referring to these non-IFRS adjusted financial measures in assessing the Group's operating performance from period to period by eliminating impacts of items that the Group does not consider indicative of the Group's operating performance. However, the presentation of these non-IFRS financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with the IFRS. You should not view the non-IFRS adjusted results on a stand-alone basis or as a substitute for results under IFRS.

The following table sets out a reconciliation of non-IFRS commercialization profit to gross profit for the periods indicated:

	For the year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Revenue	306,786	470,833
Cost of sales	(94,954)	(103,087)
Gross profit	211,832	367,746
Add/(less):		
Selling and distribution expenses	(195,485)	(245,066)
Other expenses		
Including: charitable donations	(14,942)	(25,010)
Non-IFRS commercialization profit¹	1,405	97,670
Non-IFRS commercialization profit margin²	0.5%	20.7%

¹ Non-IFRS commercialization profit represents gross profit after deducting (i) selling and distribution expenses; and (ii) charitable donations.

² Non-IFRS commercialization profit margin represents commercialization profit divided by revenue, which is used to measure the Company's commercialization capability.

The following table sets out a reconciliation of non-IFRS EBITDA to loss before tax for the periods indicated:

	For the year ended December 31,	
	2025	2024
	RMB'000	RMB'000
Loss before tax	(404,886)	(740,713)
Finance costs	17,996	16,647
Depreciation and amortization	97,327	102,307
Non-IFRS EBITDA¹	(289,563)	(621,759)
Non-recurring gains and losses²:		
Impairment on financial assets	–	73,645
Impairment on intangible assets and goodwill	–	62,026
Loss on disposal of financial assets	19,643	–
Changes in the fair value of financial assets and contingent liabilities	(3,997)	40,135
Disposal/impairment of Qiming Healthcare Life Science Industrial Park (啓明醫療生命健康產業園) (the “ Industrial Park ”)	10,188	152,718
Share of loss in investments in associates and joint ventures accounted for using the equity method	2,104	4,154
Expenses related to, among others, litigation, investigation, resumption of trading and asset disposal	11,163	35,410
Adjusted non-IFRS EBITDA³	(250,462)	(253,671)

¹ Non-IFRS EBITDA represents earnings/(loss) before interest, tax, depreciation and amortization.

² The non-recurring gains and losses recorded during the year are income or losses generated outside of normal business activities, characterized by their incidental and non-continuous nature, and are expected not to have a lasting impact on the performance of future years.

³ Adjusted non-IFRS EBITDA represents earnings/(loss) before interest, tax, depreciation and amortization and non-recurring gains and losses.

Capital Management

The primary goal of the Group's capital management is to maintain the Group's stability and growth, safeguard its normal operations and maximize shareholders' value. The Group reviews and manages its capital structure on a regular basis, and makes timely adjustments to it in light of changes in economic conditions. To maintain or realign our capital structure, the Group may raise capital by way of bank loans or issuance of equity or convertible bonds.

Liquidity and Financial Resources

The Group's cash and cash equivalents as at December 31, 2025 were RMB158.3 million, representing a decrease of 46.9% compared to RMB298.0 million for the year ended December 31, 2024.

We rely on capital contributions by the Shareholders and bank loans as the major sources of liquidity. We also generate cash from our sales revenue of existing commercialized products. As our business develops and expands, we expect to generate more net cash from our operating activities, through increasing sales revenue of existing commercialized products and by launching new products, as a result of the broader market acceptance of our existing products and our continued efforts in marketing and expansion, improving cost control and operating efficiency and accelerating the turnover of trade receivables by tightening our credit policy.

Borrowings and Gearing Ratio

The Group's total borrowings, including interest-bearing borrowings, as at December 31, 2025 were RMB159.2 million (December 31, 2024: RMB283.0 million). The Group's interest-bearing bank borrowings are mainly carried at floating interest rates, while other financial liabilities – convertible bond bridge loan are subject to a fixed annual interest rate of 10%. For a breakdown of the interest-bearing bank borrowings of the Group, please refer to the Note 12 to the Financial Statements in this announcement. Details of the convertible bonds are set out in the Company's announcements dated March 20, 2025 and November 14, 2025.

The gearing ratio (calculated by dividing the sum of borrowings and lease liabilities by total equity) of the Group as at December 31, 2025 was 12.3% (December 31, 2024: 16.7%).

Net Current Assets

The Group's net current assets, as at December 31, 2025 were RMB426.4 million, representing a decrease of 3.2% compared to net current assets of RMB440.7 million as at December 31, 2024.

Foreign Exchange Exposure

We have transactional currency exposures. Certain of our bank balances, other receivables, other financial assets, other payables and other financial liabilities are denominated in foreign currencies and are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. However, our management monitors foreign exchange exposure and will consider appropriate hedging measures in the future should the need arise.

Significant Investments

As at December 31, 2025, we did not hold any significant investment (including any investment in an investee company) with a value of 5% or more of the Group's total assets.

Material Acquisitions and Disposals

On November 11, 2025 (after trading hours), the Company entered into a disposal agreement with Hangzhou Binjiang Urban Construction Development Co., Ltd. (杭州濱江城建發展有限公司), pursuant to which, among others, the Company has agreed to sell, and Hangzhou Binjiang Urban Construction Development Co., Ltd. has agreed to acquire the property (comprising the construction in progress in relation to Qiming Healthcare Life Science Industrial Park (啓明醫療生命健康產業園), together with the associated land use rights) at a total consideration of RMB374,563,969. Such disposal has been approved by the Shareholders at the extraordinary general meeting held on November 28, 2025 and completed in January 2026, from which the Group recorded a net loss of approximately RMB10.2 million. For details, please refer to the announcement of the Company dated November 11, 2025 and the circular of the Company dated November 12, 2025.

On December 29, 2025 (after trading hours), the Company and Broncus China Holding Corporation entered into a share transfer agreement, pursuant to which, the Company has agreed to sell and Broncus China Holding Corporation has agreed to purchase 157,800 series B preferred shares of Valgen Holding Corporation at the consideration of US\$15,000,000. Upon completion of the disposal, the Company will cease to hold any shares of Valgen Holding Corporation. For details, please refer to the announcement of the Company dated December 29, 2025.

Save as disclosed above, we did not have any other material acquisitions or disposals of subsidiaries, associates and joint ventures of the Company for the year ended December 31, 2025.

Capital Expenditure

For the year ended December 31, 2025, the Group's total capital expenditure amounted to approximately RMB10.8 million, which was used in (i) purchase of items of property, plant and equipment; and (ii) purchase of other intangible assets.

Indebtedness and Charge on Assets

As of December 31, 2025, other financial liabilities of the Group – convertible bond bridge loan amounted to RMB154.2 million (as at 31 December 2024: Nil). Such convertible bond bridge loan is secured by our pledged assets, namely the Venus-PowerX patents, for which the relevant registration of charge has been completed. Details of the convertible bonds are set out in the section headed "Proposed Issue of Convertible Bonds" in this announcement and the Company's announcements dated March 20, 2025 and November 14, 2025.

Saved as disclosed above, (i) the Company had no other secured or pledged bank loans, convertible loans and borrowings nor did the Company issue any bonds; and (ii) there was no other pledge of the Group's assets as at December 31, 2025.

Contingent Liabilities

As at December 31, 2025, except for the fair value of contingent consideration payable for acquisition of a subsidiary of the total amount of RMB341.2 million (for details, please refer to the announcement of the Company headed “Discloseable Transaction-Acquisition of Equity Interests in Mitraltech (formerly known as “**Cardiovalve**”) and Subscription of Convertible Loan” dated December 8, 2021), we did not have any contingent liabilities.

Employees and Remuneration Policies

As of December 31, 2025, we had 560 employees in total (December 31, 2024: 691).

Among the 560 employees, 493 of our employees are stationed in China, and 67 of our employees are stationed overseas primarily in Israel, the U.S. and Europe. During the year ended December 31, 2025, the total employee benefit expenses of the Group amounted to approximately RMB249.5 million (year ended December 31, 2024: RMB285.0 million), comprising (i) wages, salaries and bonuses; (ii) social security costs and housing benefits; (iii) employee welfare and (iv) share-based compensation expenses. In compliance with the applicable labor laws, we enter into individual employment contracts with our employees covering matters such as wages, bonuses, employee benefits, workplace safety, confidentiality obligations, non-competition and grounds for termination. These employment contracts typically have terms of three to five years.

To remain competitive in the labor market, we provide various incentives and benefits to our employees. We invest in continuing education and training programs, including internal and external training, for our management staff and other employees to upgrade their skills and knowledge. We also provide competitive salaries, project and share incentive schemes to our employees, especially for key employees.

Future Investment Plans and Expected Funding

The Group will continue to expand its heart valve business in markets domestically and globally through organic growth, mergers and acquisitions, with the aim of maximizing shareholder value. To finance relevant capital expenditures, we will fully utilize a combination of financing channels, including but not limited to our own funds, debt financing and equity financing.

Other Significant Events

(1) Further Information in respect of the unauthorized loans and pledged deposits

Reference is made to (i) sections 3 and 4 headed “Unauthorized loans to Jiangsu Wuzhong” and “Unauthorized guarantees to Hangzhou Kuntai” in the announcement of the Company dated February 23, 2024; (ii) the announcement of the Company dated April 16, 2024; (iii) the 2023 Annual Report; (iv) the announcement of the Company dated May 23, 2024; (v) the announcement of the Company dated August 23, 2024; (vi) the announcement of the Company dated November 22, 2024; (vii) the announcement of the Company dated January 13, 2025; and (viii) the announcement of the Company dated March 12, 2025.

Since the obtaining of the arbitration award in favor of the Company's requests from Hangzhou Arbitration Commission on March 26, 2025, the Company has initiated enforcement procedures in respect of the award in the PRC, Hong Kong and Cayman Islands.

Xin Nuo Tong, the party controlled by Mr. Zi, has opposed enforcement in each of the jurisdictions to set aside the arbitration award, or to stay its enforcement, as applicable. Relatedly, Mr. Zi, Xin Nuo Tong, and Hangzhou Kuntai has initiated a court action in Hong Kong against the Company, Venus Hong Kong, and Hangzhou Qijin ("**Venus Parties**"), seeking to dispute the amounts he owed to the Company relating to the Unauthorized Transactions. The writ of summons has not yet been served on any of the Venus Parties.

The Company believes that Xin Nuo Tong's applications to resist enforcement of the award and the court action are without merit. The Company received a civil ruling issued by the Hangzhou Intermediate People's Court in February 2026, dismissing the applications for revocation of the arbitration award filed by Ma Haiyue and Xin Nuo Tong. The Company will contest Xin Nuo Tong's action in all jurisdictions to vigorously pursue timely enforcement the arbitration award, and will defend the frivolous Hong Kong action brought by Mr. Zi, Xin Nuo Tong, and Hangzhou Kuntai.

As of the date of this announcement, the unauthorized loan of RMB80,000,000 to Jiangsu Wuzhong has not been repaid.

(2) Proposed issue of convertible bonds

On March 20, 2025, the Company entered into the subscription agreement and the convertible bonds framework agreement with Hangzhou Yingzhiqin No. 2 Venture Capital Partnership (Limited Partnership)* (杭州盈智勤貳號創業投資合夥企業(有限合夥)) ("**Subscriber**") regarding the issuance of convertible bonds with an aggregate principal amount not exceeding RMB200,000,000, which may be converted into the Company's H shares upon maturity. On November 14, 2025, the Company entered into supplemental agreements with the subscriber to amend certain terms and conditions of the subscription agreement and the framework agreement.

The completion of issuance and subscription of the convertible bonds are subject to the fulfillment and/or waiver of the conditions precedent set forth in the subscription agreement. As of the date of this announcement, the conditions precedent set forth in the subscription agreement have not yet been fulfilled.

For further details, please refer to the announcements of the Company dated March 20, 2025 and November 14, 2025.

III. PROSPECTS

The Company is an innovative medical device corporation focusing on the field of interventional treatment for structural heart diseases. We are committed to promoting technological advancement of innovative medical devices in China to better meet the medical needs of patients.

We strive to develop and expand our product pipeline by fully leveraging our internal innovation capabilities coupled with in-depth industry-university-research collaboration. In 2026, we will continue to systematically advance the clinical progress of our first self-expanding dry valve TAVR product Venus-PowerX, balloon-expandable dry valve TAVR product Venus-Vitae, pulmonary valve VenusP-Valve, and tricuspid valve replacement product Cardiovalve, aiming to reach the next milestone at the earliest opportunity. We expect to complete all IDE clinical enrollment of VenusP-Valve in the United States and clinical enrollment of Venus-PowerX in China in 2026, and will endeavor to accelerate the regulatory approval process.

We are committed to deepening our marketing and commercialization strategies and proactively addressing the challenges in the domestic market. We will enhance the capabilities of our commercial team through internal training and recruitment of professionals with relevant expertise. We will explore market channels, expand into the secondary market, increase market penetration across all tiers, and drive product sales. Leveraging our commercial team's professional knowledge and in-depth understanding of the domestic market environment, we will seek a balanced approach between commercial profitability and market share through various initiatives.

With respect to our internationalization strategy, we are pleased to witness sustained growth in overseas revenue, which has generated substantial commercial profits. We will further increase resource deployment in overseas markets. While strengthening our presence in Europe, we will expand into new emerging markets and continuously optimize our global marketing network. We will maintain the momentum of global expansion and steadily enhance the professionalism of our overseas sales force. We will continue to seek strategic partners worldwide and explore product globalization models through collaborations, licensing agreements or joint ventures, thereby further accelerating our global footprint.

In 2026, the Group will continue to flexibly deploy diversified financing channels including equity financing and debt financing, actively enhance its cash flow position, and strive to achieve its financing objectives as soon as practicable. Concurrently, the Group will continue to advance the disposal of non-valve non-core assets, and reallocate capital to the research and development and clinical advancement of its core valve business, so as to further focus on its principal business and improve resource utilization efficiency.

Leveraging our leading R&D pipeline, increasingly mature global commercialization system, and clear, executable internationalization path, we are confident in bringing safer and more effective treatment options to patients with structural heart diseases worldwide.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Compliance with the Corporate Governance Code

The Company has adopted and applied the principles and code provisions as set out in the Corporate Governance Code. During the Reporting Period, the Company has complied with the mandatory code provisions in the Corporate Governance Code.

Compliance with the Model Code

The Company has adopted a code of conduct regarding Directors' and Supervisors' securities transactions on terms no less exacting than the required standard set out in the Model Code set out in Appendix C3 to the Listing Rules. The Company has made specific enquiries to all Directors and Supervisors concerning their compliance with the Model Code. All Directors and Supervisors confirmed that they had strictly observed all standards set out in our Company's code of conduct regarding Directors' and Supervisors' securities transactions during the year ended December 31, 2025.

The Company's employees, who are likely to be in possession of inside information of the Company, have also been subject to the code of conduct regarding Directors' and Supervisors' securities transactions of the Company. No incident of non-compliance of code of conduct regarding Directors' and Supervisors' securities transactions by the employees was noted by the Company during the year ended December 31, 2025.

Purchase, Sale or Redemption of Listed Securities

The Group did not purchase, sell or redeem any of the Company's listed securities (including sale of treasury shares (as defined under the Listing Rules)) during the year ended December 31, 2025.

As of December 31, 2025, there were no treasury shares (as defined under the Listing Rules) held by the Company.

Audit Committee

The Audit Committee has three members who are independent non-executive Directors, being Mr. Chi Wai Suen (chairman of the Audit Committee), Mr. Ting Yuk Anthony Wu and Mr. John Junhua Gu, with terms of reference in compliance with the Listing Rules.

The Audit Committee has reviewed the Group's financial information for the year ended December 31, 2025 and has met with the Group's independent auditor, ZHONGHUI ANDA CPA Limited. The Audit Committee has considered and reviewed the accounting principles and practices adopted by the Company and the Group and discussed matters in relation to internal control and financial reporting with the management.

Scope of Work of ZHONGHUI ANDA CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended December 31, 2025 as set out in this preliminary announcement have been agreed by the Group's auditor, ZHONGHUI ANDA CPA Limited ("**Zhonghui Anda**"), to the amounts set out in the audited consolidated financial statements of the Group for the year. The work performed by Zhonghui Anda in this respect did not constitute an assurance engagement and consequently no assurance has been expressed by Zhonghui Anda on the preliminary announcement.

FINAL DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the year ended December 31, 2025 (2024: Nil).

SUBSEQUENT EVENTS

Save as disclosed in this announcement, the Company is not aware of any material subsequent events from December 31, 2025 to the date of this announcement.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The H share register of members of the Company will be closed from Monday, June 22, 2026 to Thursday, June 25, 2026, both days inclusive, in order to determine the eligibility of the holder of H shares to attend and vote at the AGM to be held on Thursday, June 25, 2026. The record date for determining the entitlement of the holder of H shares to attend and vote at the AGM will be Thursday, June 25, 2026. In order to be eligible to attend and vote at the AGM, all transfer accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, June 18, 2026.

ANNUAL GENERAL MEETING

A circular containing more details of the AGM will be despatched to the Shareholders, if necessary, and published on the websites of the Stock Exchange and the Company in due course.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.venusmedtech.com).

The annual report for the year ended December 31, 2025 of the Company containing all the information required by the Listing Rules will be despatched to the Shareholders, if necessary, and published on the websites of the Stock Exchange and the Company in due course.

DEFINITIONS

“AGM”	annual general meeting of the Company to be held on Thursday, June 25, 2026
“ANVISA”	Brazil’s National Health Surveillance Agency
“AS”	aortic stenosis
“Audit Committee”	the audit committee of the Board
“BGMP”	Brazil Good Manufacture Practice
“Board”	the board of directors of the Company
“Cardiovalve”	Cardiovalve Ltd. (formerly known as Mitraltech Ltd.), a private company incorporated under the laws of Israel, which is a wholly-owned subsidiary of the Company
“CE MDR”	a certificate mark that indicates conformity with health, safety, and environmental protection standards for products sold within the European Economic Area
“CE MDR Marking”	a mark of CE MDR
“China” or “the PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	Venus Medtech (Hangzhou) Inc. (杭州啓明醫療器械股份有限公司), a limited liability company incorporated in the PRC on July 3, 2009 and converted into a joint stock limited liability company incorporated in the PRC on November 29, 2018, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 2500)
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Director(s)”	the director(s) of the Company
“EU”	the European Union

“FDA”	U.S. Food and Drug Administration
“Forensic Investigation”	has the meaning ascribed to it in the Forensic Investigation Announcement
“Forensic Investigation Announcement”	the announcement of the Company dated February 23, 2024 in relation to, among others, the key findings of the Forensic Investigation
“GMP”	good manufacturing practices, the aspect of quality assurance that ensures that medicinal products are consistently produced and controlled to the quality standards appropriate to their intended use and as required by the product specification
“Group” or “we/our/us”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“Hangzhou Kuntai”	Hangzhou Kuntai Biotechnology Co., Ltd., a company controlled by Mr. Zi and as referred to in the Forensic Investigation Announcement
“Hangzhou Qijin”	Hangzhou Qijin Equity Investment Co., Ltd., a wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IDE”	Investigation Device Exemption
“IFRS”	International Financial Reporting Standards
“Jiangsu Wuzhong”	Jiangsu Wuzhong Real Estate Group Co., Ltd.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“LVOT”	left ventricular outflow tract, the anatomic structure through which the left ventricular stroke volume passes towards the aorta
“Main Board”	the Main Board of the Stock Exchange
“MDR”	Regulation (EU) 2017/745

“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
“Mr. Zi”	Mr. Zhenjun Zi (訾振軍), a former executive Director
“NL”	the Netherlands
“NMPA”	National Medical Products Administration (國家藥品監督管理局) and its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局)
“R&D”	research and development
“Reporting Period”	the year from January 1, 2025 to December 31, 2025
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of China
“RVOT”	right ventricular outflow tract, an infundibular extension of the ventricular cavity which connects to the pulmonary artery
“RVOTD”	the dysfunction of RVOT
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the supervisory committee of the Company
“TAV0”	TAV0 Balloon Aortic Valvuloplasty Catheter, one of our balloon transluminal aortic valvuloplasty catheter system products
“TAVR”	transcatheter aortic heart valve replacement, a catheter-based technique to implant a new aortic valve in a minimally invasive procedure that does not involve open-chest surgery to correct severe aortic stenosis
“TMVR”	transcatheter mitral valve replacement, a catheter-based technique to implant a new mitral valve in a minimally invasive procedure that does not involve open-chest surgery
“TPVR”	transcatheter pulmonic valve replacement, a catheter-based technique to implant a new pulmonic valve in a minimally invasive procedure that does not involve open-chest surgery

“TTVR”	transcatheter tricuspid valve replacement, a catheter-based technique to implant a new tricuspid valve in a minimally invasive procedure that does not involve open-chest surgery
“UK”	the United Kingdom
“U.S.” or “the USA”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“Unauthorized Transactions”	has the meaning ascribed to it in the section headed “Scope of the Forensic Investigation” in the forensic investigation announcement of the Company dated February 23, 2024
“Venus Hong Kong”	Venus Medtech (Hong Kong) Limited, a wholly-owned subsidiary of the Company
“Venus-PowerX”	Venus – PowerX Valve, one of our TAVR product candidates
“Venus-Vitae”	Venus – Vitae Valve, one of our TAVR product candidates
“VenusA-Plus”	VenusA-Plus System, one of our TAVR products
“VenusA-Pro”	VenusA-Pro System, one of our TAVR products
“VenusA series”	VenusA-Valve, VenusA-Plus and VenusA-Pro
“VenusA-Valve”	VenusA-Valve System, one of our TAVR products
“VenusP-Valve”	VenusP-Valve System, our TPVR product candidate
“Xin Nuo Tong”	Xin Nuo Tong Investment Limited, a company controlled by Mr. Zi

By Order of the Board
Venus Medtech (Hangzhou) Inc.
Mr. Lim Hou-Sen (Lin Haosheng)
Executive Director

Hong Kong, March 31, 2026

As at the date of this announcement, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu, Mr. Chi Wai Suen and Mr. John Junhua Gu.