



羅兵咸永道

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of Duality Biotherapeutics, Inc.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Duality Biotherapeutics, Inc. (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2024, and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-2 of the Company's prospectus dated 7 April 2025, in connection with the proposed initial public offering of the shares of the Company (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-2 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed initial public offering on the Group's financial position as at 31 December 2024 as if the proposed initial public offering had taken place at 31 December 2024. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial information for the period ended 31 December 2024, on which an accountant's report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

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

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, 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 Accountant's Responsibilities

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs 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 purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or 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 proposed initial public offering at 31 December 2024 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 event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related 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 accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.


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

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) or standards and practices of any professional body in any other overseas jurisdiction and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors 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 stylized, handwritten signature of PricewaterhouseCoopers in blue ink.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 7 April, 2025

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the Global Offering on the net tangible assets of the Group attributable to the owners of the Company as of 31 December 2024 as if the Global Offering had taken place on 31 December 2024.

This unaudited pro forma statement of adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group as of 31 December 2024 or at any future dates following the Global Offering.

| | Audited consolidated net tangible liabilities of the Group attributable to owners of the Company as of 31 December 2024 | Estimated net proceeds from the Global Offering | Estimated Impact Related to the Conversion of the Preferred Shares of the Company upon the Completion of the Global Offering | Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company as of 31 December 2024 | Unaudited pro forma adjusted consolidated net tangible assets per Share | |
|--|---|---|--|--|---|--------------|
| | (Note 1) | (Note 2) | (Note 3) | | (Note 4) | (Note 5) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB | HKS |
| Based on the Offer Price of HK\$94.60 per Share . . . | <u>(2,068,136)</u> | <u>1,231,440</u> | <u>3,046,784</u> | <u>2,210,088</u> | <u>26.57</u> | <u>28.79</u> |
| Based on the Offer Price of HK\$103.20 per Share . . . | <u>(2,068,136)</u> | <u>1,345,647</u> | <u>3,046,784</u> | <u>2,324,295</u> | <u>27.94</u> | <u>30.28</u> |

Notes:

- (1) The audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as of 31 December 2024 is extracted from the Accountant's Report set out in Appendix I to this prospectus, which is based on the unaudited consolidated net liabilities of the Group attributable to owners of the Company as of 31 December 2024 of approximately RMB2,021,899,000, with an adjustment for the Group's net intangible assets attributable to owners of the Company of approximately RMB46,237,000 as of 31 December 2024.

- (2) The estimated net proceeds from the Global Offering are based on 15,071,600 Offer Shares expected to be issued under the Global Offering and the indicative Offer Prices of HK\$94.60 and HK\$103.20 per Offer Share, being the low and high end of the indicative price range, after deduction of the underwriting fees and other related expenses (excluding listing expenses of RMB24,145,000 which have been accounted for in the consolidated income statements prior to 31 December 2024) and takes no account of any Ordinary Shares which may be allotted and issued by the Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option or any Shares which may be issued by the Company pursuant to the Pre-IPO Equity Incentive Plan, or any Shares which may be issued or repurchased by the Company under the general mandates granted to our Directors as described in “Share Capital”.
- (3) Upon the completion of the Global Offering, all the convertible preferred shares of the Company will be automatically converted into Ordinary Shares. These convertible preferred shares of the Company will be re-designated from liabilities to equity. Accordingly, for the purpose of the unaudited pro forma financial information, the unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company will be increased by approximately RMB3,046,784,000, being the carrying amount of the convertible preferred shares of the Company as at 31 December 2024.
- (4) The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 83,175,764 Shares (representing 8,000,000 Ordinary Shares and 60,104,164 Pre-IPO Preferred Shares as at 31 December 2024, and 15,071,600 Offer Shares to be issued upon the completion of the Global Offering) were in issue, assuming that the Global Offering and the conversion of the convertible preferred shares of the Company in paragraph (3) had been completed on 31 December 2024 but does not take into account any Ordinary Shares which may be allotted and issued by the Company pursuant to the exercise of the Offer Size Adjustment Option and the Over-allotment Option or any Shares which may be issued pursuant to the Pre-IPO Equity Incentive Plan, or any Shares which may be issued or repurchased by the Company under the general mandates granted to our Directors as described in “Share Capital”.
- (5) For the purpose of the unaudited pro forma statement of adjusted consolidated net tangible assets, the translation of Hong Kong dollars amounts into Renminbi was at rate of HK\$1.00 to RMB0.9227, as set out in the section headed “Information about this Prospectus and the Global Offering”. No representation is made that Hong Kong dollar amounts have been, could have been or may be converted to Renminbi, or vice versa, at that date.
- (6) No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2024.