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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated May 31, 2023 (the “**Prospectus**”) issued by Cutia Therapeutics (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not, and is not intended to, constitute or form a part of any offer to sell or solicitation to purchase or subscribe for any securities in the United States. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely (1) to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to Rule 144A or another available exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on Wednesday, July 5, 2023, being the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited acts as the Sole Sponsor; China International Capital Corporation Hong Kong Securities Limited, Deutsche Bank AG, Hong Kong Branch, CLSA Limited, Huatai Financial Holdings (Hong Kong) Limited, CMB International Capital Limited and BOCI Asia Limited together act as the Overall Coordinators; China International Capital Corporation Hong Kong Securities Limited, Deutsche Bank AG, Hong Kong Branch, CLSA Limited, Huatai Financial Holdings (Hong Kong) Limited and CMB International Capital Limited together act as the Joint Global Coordinators; and China International Capital Corporation Hong Kong Securities Limited, Deutsche Bank AG, Hong Kong Branch, CLSA Limited, Huatai Financial Holdings (Hong Kong) Limited, CMB International Capital Limited, BOCI Asia Limited, UOB Kay Hian (Hong Kong) Limited, Futu Securities International (Hong Kong) Limited, Valuable Capital Limited, Silverbricks Securities Company Limited and Tiger Brokers (HK) Global Limited together act as the Capital Market Intermediaries.

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Wednesday, July 5, 2023, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.*

*Potential investors of the Offer Shares should note that the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Hong Kong Underwriting Arrangements – Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Monday, June 12, 2023).*

*In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Overall Coordinators (on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the International Underwriters will have the right, exercisable by the Overall Coordinators (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering (being Wednesday, July 5, 2023), to require the Company to issue up to an aggregate of 3,192,200 additional Offer Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering at the Offer Price to cover over-allocations in the International Offering, if any.*



CUTIA THERAPEUTICS

**Cutia Therapeutics**

**科笛集团**

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 21,281,800 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 2,128,400 Shares (subject to reallocation)</b>
<b>Number of International Offer Shares</b>	<b>: 19,153,400 Shares (subject to reallocation and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$24.75 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars, subject to refund)</b>
<b>Nominal Value</b>	<b>: US\$0.00002 per Share</b>
<b>Stock Code</b>	<b>: 2487</b>

*Sole Sponsor, Overall Coordinator, Joint Global Coordinator,  
Joint Bookrunner and Joint Lead Manager*



*Overall Coordinators, Joint Global Coordinators,  
Joint Bookrunners and Joint Lead Managers*



*Overall Coordinator, Joint Bookrunner and Joint Lead Manager*



*Joint Bookrunners and Joint Lead Managers*



*Joint Lead Managers*



**IMPORTANT NOTICE TO INVESTORS:  
FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**The Prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at [www.cutiatx.com](http://www.cutiatx.com) If you require a printed copy of the Prospectus, you may download and print from the website addresses above.**

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp) or at [www.hkeipo.hk](http://www.hkeipo.hk)); or
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - i. instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - ii. (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.**

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 200 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
200	4,999.92	3,000	74,998.81	40,000	999,984.16	500,000	12,499,801.88
400	9,999.84	4,000	99,998.41	50,000	1,249,980.19	600,000	14,999,762.26
600	14,999.76	5,000	124,998.02	60,000	1,499,976.23	700,000	17,499,722.63
800	19,999.68	6,000	149,997.62	70,000	1,749,972.27	800,000	19,999,683.00
1,000	24,999.61	7,000	174,997.23	80,000	1,999,968.30	900,000	22,499,643.38
1,200	29,999.52	8,000	199,996.84	90,000	2,249,964.33	1,064,200 <sup>(1)</sup>	26,604,578.31
1,400	34,999.45	9,000	224,996.43	100,000	2,499,960.38		
1,600	39,999.37	10,000	249,996.03	200,000	4,999,920.76		
1,800	44,999.29	20,000	499,992.08	300,000	7,499,881.13		
2,000	49,999.21	30,000	749,988.11	400,000	9,999,841.50		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## THE LISTING APPLICATION

We have applied to the Stock Exchange for the listing of, and permission to deal in, (a) the Shares in issue and to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option), and (b) the Shares to be issued under the Pre-IPO Equity Incentive Plan and Post-IPO Equity Incentive Plan.

## STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of 2,128,400 Shares (subject to reallocation) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of 19,153,400 Shares (subject to reallocation and Over-allotment Option), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, the Overall Coordinators may, at their sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation and Clawback” in the Prospectus, the maximum total number of Offer Shares following such reallocation shall be not exceed 4,256,800 Shares, (representing approximately 20% of the Offer Shares initially available under the Global Offering) and the final Offer Price shall be fixed at the low end of the indicative Offer Price range (i.e. HK\$20.65 per Offer Share) as stated in the Prospectus.

Under the International Underwriting Agreement, we expect to grant to the International Underwriters, exercisable by the Overall Coordinators (acting in such capacity and on behalf of the International Underwriters), the Over-allotment Option, exercisable within 30 days from the last day for lodging applications under the Hong Kong Public Offering (the last day for exercise of the Over-allotment Option being Wednesday, July 5, 2023) to require the Company to issue up to an aggregate of 3,192,200 additional Shares, representing in aggregate approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to cover the over-allocations in the International Offering, if any.

If the Over-allotment Option is exercised in full, the additional International Offer Shares to be issued pursuant thereto will represent approximately 1.0% of the issued share capital of the Company immediately after the completion of the Global Offering. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on our website ([www.cutiatx.com](http://www.cutiatx.com)), respectively.

## **PRICING**

The Offer Price will be not more than HK\$24.75 per Offer Share and is expected to be not less than HK\$20.65 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$24.75 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$24.75 per Offer Share.

## EXPECTED TIMETABLE

Hong Kong Public Offering commences . . . . . 9:00 a.m. on  
Wednesday, May 31, 2023

Latest time for completing electronic applications under  
the **HK eIPO White Form** service through one of the  
below ways: . . . . . 11:30 a.m. on  
Monday, June 5, 2023

(1) the **IPO App**, which can be downloaded by  
searching “**IPO App**” in App Store or  
Google Play or downloaded at the  
[www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp)  
or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)

(2) the designated website [www.hkeipo.hk](http://www.hkeipo.hk)

Application lists open . . . . . 11:45 a.m. on  
Monday, June 5, 2023

Latest time for (a) completing payment for **HK eIPO  
White Form** applications by effecting internet  
banking transfer(s) or PPS payment transfer(s) and  
(b) giving **electronic application instructions** to  
HKSCC . . . . . 12:00 noon on  
Monday, June 5, 2023

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS  
Custodian Participant to give **electronic application instructions** via CCASS terminals to apply  
for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or  
**custodian** for the latest time for giving such instructions which may be different from the latest  
time as stated above.

Application lists close . . . . . 12:00 noon on  
Monday, June 5, 2023

Expected Price Determination Date . . . . . Monday, June 5, 2023

Announcement of the Offer Price; the level of indication  
of interest in the International Offering, the level of  
applications in the Hong Kong Public Offering and  
the basis of allocation of the Hong Kong Offer Shares  
on our website at [www.cutiatx.com](http://www.cutiatx.com) and the website of  
the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk)  
on or before . . . . . Friday, June 9, 2023

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website and the website of the Stock Exchange at [www.cutiatx.com](http://www.cutiatx.com) and [www.hkexnews.hk](http://www.hkexnews.hk), respectively. . . . . Friday, June 9, 2023
- from the "IPO Results" function in the **IPO App** or the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) or [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult)) with a "search by ID" function from . . . . . 8:00 a.m. on Friday, June 9, 2023 to 12:00 midnight on Thursday, June 15, 2023
- from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. from . . . . . Friday, June 9, 2023 to Wednesday, June 14, 2023 (excluding Saturday, Sunday and public holiday in Hong Kong)

Share certificates in respect of wholly or partially successful applications to be dispatched/collected or deposited into CCASS on or before. . . . . Friday, June 9, 2023

**HK eIPO White Form** e-Auto Refund payment instructions/refund checks in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications to be dispatched/collected on or before . . . . . Friday, June 9, 2023

Dealings in the Shares on the Stock Exchange expected to commence at . . . . . 9:00 a.m. on Monday, June 12, 2023

*Note:* All dates and times refer to Hong Kong local times and dates.



## SETTLEMENT

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

## ELECTRONIC APPLICATION CHANNELS

### HK eIPO White Form service

You may submit your application through the **HK eIPO White Form** service in the **IPO App** or at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Wednesday, May 31, 2023 until 11:30 a.m. on Monday, June 5, 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, June 5, 2023 or such later time under the paragraph headed “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

### CCASS EIPO service<sup>(1)</sup>

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- **Wednesday, May 31, 2023 – 9:00 a.m. to 8:30 p.m.**
- **Thursday, June 1, 2023 – 8:00 a.m. to 8:30 p.m.**
- **Friday, June 2, 2023 – 8:00 a.m. to 8:30 p.m.**
- **Monday, June 5, 2023 – 8:00 a.m. to 12:00 noon**

<sup>(1)</sup> The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, May 31, 2023 until 12:00 noon on Monday, June 5, 2023 (24 hours daily, except on Monday, June 5, 2023, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, June 5, 2023, the last application day or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage fees, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) will be held by the receiving banks and on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Friday, June 9, 2023.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

**Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, in the GREEN Application Form, in the IPO App and on the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form service.**

## **PUBLICATION OF RESULTS**

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, June 9, 2023 on the Company’s website at [www.cutiatx.com](http://www.cutiatx.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$24.75 per Offer Share (excluding brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy, will be refunded, without interest.

No temporary document of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, June 12, 2023, provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Monday, June 12, 2023 (Hong Kong time), dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Monday, June 12, 2023. The Shares will be traded in board lots of 200 Shares each. The stock code of the Shares is 2487.

By order of the Board  
**Cutia Therapeutics**  
*Zhang Lele*  
*Chief Executive Officer and Executive Director*

Hong Kong, May 31, 2023

*As at the date of this announcement, the board of directors of the Company comprises (i) Ms. Zhang Lele and Mr. Huang Yuqing as executive Directors; (ii) Dr. Chen Lian Yong, Dr. Xie Qin, Mr. Huang Xiao, Ms. Yang Yunxia as non-executive Directors; and (iii) Mr. Chung Ming Kit, Mr. Tao Tak Yan Dennis and Mr. Ye Xiaoxiang as proposed independent non-executive Directors.*