



June 26, 2026

Company Name: GNI Group Ltd.  
Representative: Director, Representative Executive Officer,  
President and CEO  
Ying Luo, PhD  
(Security Code: 2160, TSE Growth)  
Contact Person: Director, Representative Executive Officer,  
Vice President  
Ryosuke Matsui  
(TEL. 03-6214-3600)

## Notice Regarding the Execution of a Loan Agreement Containing Financial Covenants

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the Japanese original shall prevail.

GNI Group Ltd. (the “Company”) hereby announces that, pursuant to a resolution of its Board of Directors dated June 26, 2026, it resolved to enter into a loan agreement containing financial covenants, as described below.

### Details

#### 1. Reasons for Entering into the Loan Agreement Containing Financial Covenants

As announced under “6. Borrowings” in the “Notice Concerning Acquisition of All Shares of AYUMI Pharmaceutical Holdings KK (Conversion into a Wholly Owned Subsidiary) and Issuance of New Shares by Third-Party Allotment (Contribution in Kind)” dated June 5, 2026, the Company will obtain financing to fund the acquisition of shares of Ayumi Pharmaceutical Holdings KK and related transaction expenses.

#### 2. Key Terms of the Loan Agreement

(1)	Date of Execution of the Loan Agreement	June 26, 2026
(2)	Lenders	Mizuho Bank, Ltd.; SBI Shinsei Bank, Limited
(3)	Borrowing amount	JPY 20,000 million
(4)	Interest rate	Short-term prime rate
(5)	Borrowing Date	July 1, 2026
(6)	Maturity Date	July 1, 2027
(7)	Repayment method	Lump-sum repayment on maturity date
(8)	Collateral	Common stock of Gyre Therapeutics, Inc. held by the Company and its subsidiaries

#### 3. Details of the Financial Covenants Attached to the Loan Agreement

(1) The Company shall maintain the amount of total equity recorded on its consolidated balance sheet as of the end of each fiscal year from the fiscal year ending December 2026 (inclusive) onward, at not less than 75% of the amount of total equity recorded on its consolidated balance sheet as of the end of the immediately preceding fiscal year; provided, however,

that for the initial determination, such amount shall be the amount of total equity recorded on the consolidated balance sheet as of the end of the fiscal year ended December 2025 plus the amount of the contribution in kind made through the third-party allotment to BCP Asia AYM Holding (Cayman) L.P., TOHO HOLDINGS CO., LTD. and Hisamitsu Pharmaceutical Co., Inc. based on the resolution of the Board of Directors dated June 5, 2026.

(2) The Company shall ensure that neither consolidated operating profit nor consolidated net profit for the year, from the fiscal year ending December 2026 (inclusive) onward, as reported on its consolidated statement of income as of the end of each fiscal year, is negative; provided, however, that acquisition-related expenses for AYUMI Pharmaceutical Holdings KK incurred by the Company or its consolidated subsidiaries shall be added back for this determination.

#### **4. Future Outlook**

The impact of the borrowings on the Company's consolidated financial results for the current fiscal year is currently being assessed. The Company will promptly disclose any matters that should be disclosed in the future.

End