

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Song Hong Fang</u> _____ (Last) (First) (Middle) C/O ROOM NOS., 4727-34, SUN HUNG KAI CENTRE, 30 HARBOUR ROAD _____ (Street) WANCHAI K3 0000 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/24/2024	3. Issuer Name and Ticker or Trading Symbol <u>CG Oncology, Inc.</u> [<u>CGON</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	350,771	(1)	D	
Series C Preferred Stock	(1)	(1)	Common Stock	656,839	(1)	I	By Unique Diamond Investments Limited ⁽²⁾⁽³⁾
Series D Preferred Stock	(1)	(1)	Common Stock	354,353	(1)	I	By Unique Diamond Investments Limited ⁽²⁾⁽³⁾
Series E Preferred Stock	(1)	(1)	Common Stock	3,930,176	(1)	I	By Charming Jade Limited ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>Song Hong Fang</u> _____ (Last) (First) (Middle) C/O ROOM NOS., 4727-34, SUN HUNG KAI CENTRE, 30 HARBOUR ROAD _____ (Street) WANCHAI K3 0000 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Unique Diamond Investments Ltd</u>

(Last) (First) (Middle)

C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)

WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Charming Jade Ltd](#)

(Last) (First) (Middle)

C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)

WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORI Healthcare Fund, L.P.](#)

(Last) (First) (Middle)

C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)

WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORI Healthcare Fund II, L.P.](#)

(Last) (First) (Middle)

C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)

WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORI Capital Inc.](#)

(Last) (First) (Middle)

C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)

WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ORI Capital II Inc.

(Last) (First) (Middle)
C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)
WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ORI Capital Holding Inc.

(Last) (First) (Middle)
C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)
WANCHAI K3 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Healthcare Seed Ltd

(Last) (First) (Middle)
C/O ROOM NOS., 4727-34,
SUN HUNG KAI CENTRE, 30 HARBOUR
ROAD

(Street)
WANCHAI K3 0000

(City) (State) (Zip)

Explanation of Responses:

1. Each share of the Issuer's preferred stock is convertible into shares of the Issuer's common stock at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.
2. Unique Diamond Investments Limited is a wholly owned subsidiary of ORI Healthcare Fund, L.P. ORI Capital Inc. is the general partner of ORI Healthcare Fund, L.P.
3. Each of ORI Capital Inc. and ORI Capital II Inc. is a wholly owned subsidiary of ORI Capital Holding Inc., which is a wholly owned subsidiary of Healthcare Seed Limited. Ms. Song is the sole owner of Healthcare Seed Limited. As a result of these relationships, each of the foregoing entities and Ms. Song may be deemed to share beneficial ownership over the securities held of record by Unique Diamond Investments Limited and Charming Jade Limited, except to the extent of their pecuniary interests therein.
4. Charming Jade Limited is a wholly owned subsidiary of ORI Healthcare Fund II, L.P. ORI Capital II Inc. is the general partner of ORI Healthcare Fund II, L.P.

Remarks:

Exhibit 24 - Power of Attorney. All share numbers reported in this Form 3 reflect a 1-for-9.535 reverse stock split for the Issuer's common stock, effected by the Issuer on January 16, 2024.

Unique Diamond
Investments Limited, By:
/s/ Corleen Roche, 01/24/2024
Attorney-in-Fact for Hong
Fang Song, Director
Charming Jade Limited,
By: /s/ Corleen Roche, 01/24/2024
Attorney-in-Fact for Hong
Fang Song, Director
ORI Healthcare Fund, L.P.,
By: /s/ Corleen Roche,
Attorney-in-Fact for Hong 01/24/2024
Fang Song, Director of
General Partner
ORI Healthcare Fund II, 01/24/2024
L.P., By: /s/ Corleen
Roche, Attorney-in-Fact

<u>for Hong Fang Song, Director of General Partner</u>	
<u>ORI Capital Inc., By: /s/ Corleen Roche, Attorney- in-Fact for Hong Fang Song, Director</u>	<u>01/24/2024</u>
<u>ORI Capital II Inc., By: /s/ Corleen Roche, Attorney- in-Fact for Hong Fang Song, Director</u>	<u>01/24/2024</u>
<u>ORI Capital Holding Inc., By: /s/ Corleen Roche, Attorney-in-Fact for Hong Fang Song, Director</u>	<u>01/24/2024</u>
<u>Healthcare Seed Limited, By: /s/ Corleen Roche, Attorney-in-Fact for Hong Fang Song, Director</u>	<u>01/24/2024</u>
<u>/s/ Corleen Roche, Attorney-in-Fact for Hong Fang Song</u>	<u>01/24/2024</u>

** Signature of Reporting Person	Date
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by CG Oncology, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and director of the Company, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 4, 2024.

Signature: /s/ Hong Fang Song

Name: Hong Fang Song

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Arthur Kuan, Chief Executive Officer

Corleen Roche, Chief Financial Officer and Secretary

Amy Steele, VP, Finance, Accounting and Administration
