

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>GNI Group Ltd.</u>  (Last) (First) (Middle) NIHONBASHI-HONCHO YS BLDG 3F 2-2-2 NIHONBASHI-HONCHO, CHUO-KU  (Street) TOKYO M0 103-0023  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GYRE THERAPEUTICS, INC. [ GYRE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series X Convertible Preferred Stock	(1)	10/27/2023		P		811		(1)	(2)	Common Stock	811,000	\$4,915	13,151	I	See Footnote(3)
Series X Convertible Preferred Stock Warrant (Right to Buy)	(4)	10/27/2023		P		8,110,300		10/30/2023	10/30/2033	Series X Convertible Preferred Stock	811	\$0.125	8,110,300	I	See Footnote(3)

1. Name and Address of Reporting Person* <u>GNI Group Ltd.</u>  (Last) (First) (Middle) NIHONBASHI-HONCHO YS BLDG 3F 2-2-2 NIHONBASHI-HONCHO, CHUO-KU  (Street) TOKYO M0 103-0023  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GNI USA, Inc.</u>  (Last) (First) (Middle) 12730 HIGH BLUFF DRIVE SUITE 250  (Street) SAN DIEGO CA 92130  (City) (State) (Zip)

Explanation of Responses:

- Shares of Series X Convertible Preferred Stock of the Issuer, par value \$0.001 per share (the "Preferred Stock"), are convertible into shares of the Issuer's common stock at any time at the option of the holder thereof, based on the Conversion Ratio and subject to certain limitations, including the Beneficial Ownership Limitation (as such terms are defined in the Certificate of Designation for the Preferred Stock filed with the Securities and Exchange Commission as Exhibit 3.1 to the Issuer's Form 8-K filed on December 27, 2022).
- The Preferred Stock has no expiration date.
- These securities are held by GNI USA, Inc., a Delaware corporation ("GNI USA") which is a wholly-owned subsidiary of GNI Group Ltd., a company incorporated under the laws of Japan with limited liability ("GNI Japan"). GNI Japan may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the securities held by GNI USA.
- These warrants have an exercise price of \$4,915.00 per share of Preferred Stock.

[in-fact for GNI Group Ltd.](#)

[/s/ Branden Berns, as attorney-](#)

[in-fact for GNI USA, Inc.](#)

[10/31/2023](#)

\*\* Signature of Reporting Person

Date

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 4 (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.**