

*The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission take no responsibility for the contents of this Application Proof, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Proof.*

## Application Proof of

# Wuhan Dazhong Dental Medical Co., Ltd. 武漢大眾口腔醫療股份有限公司

*(A joint stock company with limited liability incorporated in the People's Republic of China)*

## WARNING

The publication of this Application Proof is required by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Securities and Futures Commission (the “**Commission**”) solely for the purpose of providing information to the public in Hong Kong.

This Application Proof is in draft form. The information contained in it is incomplete and is subject to change which can be material. By viewing this document, you acknowledge, accept and agree with Wuhan Dazhong Dental Medical Co., Ltd. (武漢大眾口腔醫療股份有限公司) (the “**Company**”), its sponsor, overall coordinator, advisors and members of the underwriting syndicate that:

- (a) this document is only for the purpose of providing information about the Company to the public in Hong Kong and not for any other purposes. No investment decision should be based on the information contained in this document;
- (b) the publication of this document or any supplemental, revised or replacement pages on the Stock Exchange’s website does not give rise to any obligation of the Company, its sponsor, overall coordinator, advisors or members of the underwriting syndicate to proceed with an offering in Hong Kong or any other jurisdiction. There is no assurance that the Company will proceed with any offering;
- (c) the contents of this document or any supplemental, revised or replacement pages may or may not be replicated in full or in part in the actual final listing document;
- (d) this Application Proof is not the final listing document and may be updated or revised by the Company from time to time in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (e) this document does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities;
- (f) this document must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (g) neither the Company nor any of its affiliates, sponsor, overall coordinator, advisors or members of its underwriting syndicate is offering, or is soliciting offers to buy, any securities in any jurisdiction through the publication of this document;
- (h) no application for the securities mentioned in this document should be made by any person nor would such application be accepted;
- (i) the Company has not and will not register the securities referred to in this document under the United States Securities Act of 1933, as amended, or any state securities laws of the United States;
- (j) as there may be legal restrictions on the publication of this document or dissemination of any information contained in this document, you agree to inform yourself about and observe any such restrictions applicable to you; and
- (k) the application to which this document relates has not been approved for listing and the Stock Exchange and the Commission may accept, return or reject the application for the subject public offering and/or listing.

**No offer or invitation will be made to the public in Hong Kong until after a prospectus of the Company has been registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s prospectus registered with the Registrar of Companies in Hong Kong, copies of which will be published to the public during the offer period.**

## IMPORTANT

**IMPORTANT: If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.**

# Wuhan Dazhong Dental Medical Co., Ltd.

## 武漢大眾口腔醫療股份有限公司

(A joint stock company with limited liability incorporated in the People's Republic of China)

[REDACTED]

**Number of [REDACTED] under : [REDACTED] H Shares (subject to the the [REDACTED] [REDACTED])**  
**Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])**  
**Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])**  
**Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)**  
**Nominal Value : RMB1.00 per H Share**  
**Stock Code : [REDACTED]**

**Sole Sponsor, [REDACTED],  
[REDACTED] and [REDACTED]**



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

A copy of this document, having attached thereto the documents specified in the section headed "Appendix VII — Documents Delivered to the Registrar of Companies in Hong Kong and on Display," has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any of the other documents referred to above.

The [REDACTED] is expected to be determined by agreement between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on the [REDACTED], which is expected to be on or about [REDACTED] and, in any event, not later than 12:00 noon on [REDACTED]. The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED], unless otherwise announced. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or before 12:00 noon on [REDACTED], the [REDACTED] will not proceed and will lapse.

Applicants for [REDACTED] may be required to pay, on application (subject to application channels), the maximum [REDACTED] of HK\$[REDACTED] for each [REDACTED] 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 [REDACTED] as finally determined is less than HK\$[REDACTED].

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, where considered appropriate and with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the indicative [REDACTED] range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] and/or the indicative [REDACTED] range will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of our Company at [www.chinadzy.com](http://www.chinadzy.com) as soon as practicable but in any event not later than the morning of the day which is the last day for lodging applications under the [REDACTED]. See sections headed "Structure of the [REDACTED]" and "How to Apply for [REDACTED]" in this document for more details.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds for termination arise prior to [8:00] a.m. on the [REDACTED]. Such grounds are set out in "[REDACTED]" in this document.

**Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in "Risk Factors."**

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold only outside the United States in offshore transactions in reliance on Regulation S.

[REDACTED]

[REDACTED]

**IMPORTANT**

---

[REDACTED]

**IMPORTANT**

---

[REDACTED]

**EXPECTED TIMETABLE<sup>(1)</sup>**

---

[REDACTED]

## **EXPECTED TIMETABLE<sup>(1)</sup>**

---

[REDACTED]

## **EXPECTED TIMETABLE<sup>(1)</sup>**

---

**[REDACTED]**

## CONTENTS

### IMPORTANT NOTICE TO INVESTORS

*We have issued this document solely in connection with the [REDACTED] and the [REDACTED], and it does not constitute an offer to sell or a solicitation of an offer to buy any security other than the [REDACTED] by this document pursuant to the [REDACTED]. This document may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. We have taken no action to permit a [REDACTED] of the [REDACTED] in any jurisdiction other than Hong Kong, and we have taken no action to permit the distribution of this document in any jurisdiction other than Hong Kong. The distribution of this document and the [REDACTED] and [REDACTED] of the [REDACTED] in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.*

*You should only rely on the information contained in this document to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this document. Any information or representation not made in this document must not be relied on by you as having been authorized by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of the [REDACTED], any of our or their respective directors, advisors, officers, employees, agents or representatives, or any other person or party involved in the [REDACTED].*

	<b>Page</b>
<b>Expected Timetable</b> .....	iv
<b>Contents</b> .....	vii
<b>Summary</b> .....	1
<b>Definitions</b> .....	18
<b>Glossary of Technical Terms</b> .....	33
<b>Forward-Looking Statements</b> .....	36
<b>Risk Factors</b> .....	38
<b>Waivers from Strict Compliance with the Listing Rules and Exemption From Strict Compliance with the Companies (Winding Up And Miscellaneous Provisions) Ordinance</b> .....	74
<b>Information about This Document and the [REDACTED]</b> .....	83



---

## CONTENTS

---

<b>Directors, Supervisors and Parties Involved in the [REDACTED]</b> .....	87
<b>Corporate Information</b> .....	91
<b>Industry Overview</b> .....	93
<b>Regulatory Overview</b> .....	110
<b>History, Development and Corporate Structure</b> .....	135
<b>Business</b> .....	155
<b>Directors, Supervisors and Senior Management</b> .....	241
<b>Relationship with Our Controlling Shareholders</b> .....	258
<b>Connected Transactions</b> .....	263
<b>Share Capital</b> .....	267
<b>Substantial Shareholders</b> .....	271
<b>Financial Information</b> .....	273
<b>Future Plans and Use of [REDACTED]</b> .....	338
<b>[REDACTED]</b> .....	342
<b>Structure of the [REDACTED]</b> .....	355
<b>How to Apply for [REDACTED]</b> .....	368
<b>Appendix I — Accountants’ Report</b> .....	I-1
<b>Appendix IIA — Unaudited Pro Forma Financial Information</b> .....	IIA-1
<b>Appendix IIB — Unaudited Preliminary Financial Information for the Year Ended December 31, 2024</b> .....	IIB-1
<b>Appendix III — Taxation and Foreign Exchange</b> .....	III-1
<b>Appendix IV — Summary of Principal Laws and Regulations</b> .....	IV-1
<b>Appendix V — Summary of Articles of Association</b> .....	V-1
<b>Appendix VI — Statutory and General Information</b> .....	VI-1
<b>Appendix VII — Documents Delivered to the Registrar of Companies in Hong Kong and on Display</b> .....	VII-1

---

## SUMMARY

---

*This summary is an overview of the information contained in this document and does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the [REDACTED].*

*There are risks associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in the section headed “Risk Factors” in this document. You should read that section carefully before you decide to invest in the [REDACTED].*

## OVERVIEW

We are a leading private dental services provider in Central China, operating an expanding dental service network under the direct chain model in this thriving market. We feature community-focused dental care at customers’ doorstep to be warm, accessible and affordable, dedicated to bringing the general public confident smiles. According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of revenue generated therefrom in 2023. Among all private dental services providers in China, we ranked third in terms of net profit generated in 2023 and ranked fifth in terms of the number of dental institutions in operation as of December 31, 2023. Over the years, we have been focusing our dental services on addressing the mass market demands, maintaining strong presence in densely populated Central China.

Since the establishment of our first dental institution in 2007, we have been pursuing the mission of “promoting oral health of the general public (讓人人享有口腔健康).” We are dedicated to providing our customers with professional dental treatments and oral health management services and have all along adhered to our philosophy of “customer respect, public trust, employee loyalty and shareholder satisfaction (客戶尊崇、公眾信賴、員工擁戴、股東滿意).”

We operate a unique Partnership Program primarily targeting seasoned medical professionals, as well as administrative and marketing talents to underpin the expansion of our dental service network, maintain the cohesion and stability of our core talent team and facilitate our talent echelon development, all of which constitute our competitive advantages in the industry and make our dental service network an ideal entrepreneurial platform for dentists.

Benefiting from our years of efforts to expand our dental service network, the number of our dental institutions increased from 67 as of January 1, 2021 to 81 as of June 30, 2024, including four dental hospitals, 70 dental out-patient departments and seven dental clinics covering eight cities in Hubei and Hunan provinces. Most of our dental institutions are located in or adjacent to local communities, providing dental services to residents with ease of access. In addition, our professional talent echelon led by seasoned dental experts and supported by our Technical Committee (技術委員會) consistently delivers quality dental services with advanced medical capabilities.

## SUMMARY

Our all-around dental services consist of general dentistry services, implantology services and orthodontics services, addressing diverse oral health needs of customers of all ages. Leveraging our comprehensive service offering, we have accumulated a loyal customer base during the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we served 268,681, 276,310, 296,859, 167,210 and 166,140 customers and recorded 715,444, 708,651, 768,809, 373,227 and 368,891 customer visits, respectively, with average spending per customer visit of RMB532, RMB578, RMB575, RMB572 and RMB554, respectively.

### Our Business Model

During the Track Record Period, we generated revenue from provision of a comprehensive range of dental services, including (i) general dentistry services, (ii) implantology services, and (iii) orthodontics services. The following table sets forth a breakdown of our revenue by business line for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue
General dentistry services . . .	203,796	53.5	212,526	51.9	237,088	53.7	117,318	55.0	110,778	54.2
Implantology services . . .	107,799	28.3	116,728	28.5	122,984	27.8	61,283	28.7	59,831	29.3
Orthodontics services . . .	69,155	18.2	80,190	19.6	81,769	18.5	34,758	16.3	33,940	16.5
<b>Total . . . . .</b>	<b>380,750</b>	<b>100.0</b>	<b>409,444</b>	<b>100.0</b>	<b>441,841</b>	<b>100.0</b>	<b>213,359</b>	<b>100.00</b>	<b>204,549</b>	<b>100.0</b>

*(Unaudited)*

### General Dentistry Services

As a customer-centric dental services provider located in densely populated areas and adjacent to communities, we focus on the daily oral health of our customers. Through regular oral health management and early intervention of dental diseases, we help customers mitigate the risks of worsening symptoms and avoid costly treatments of serious diseases. As healthy teeth and gums improve the comfort, appearance and confidence of customers, we believe regular oral health management not only tackles customers’ basic and general dental problems but also enhances their overall quality of life. Our general dentistry services mainly cover (i) prosthodontics; (ii) oral medicine; (iii) oral surgery; and (iv) pedodontics. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we had 540,269, 520,961, 549,907, 273,114 and 258,240 customer visits to general dentistry services, respectively and the average spending per customer visit to general dentistry services was RMB377, RMB408, RMB431, RMB430 and RMB429, respectively, for the same periods. See “Business — Our Dental Services — General Dentistry Services” for more details.

---

## SUMMARY

---

### *Implantology Services*

Our implantology services aim to provide customers with a teeth replacement solution with implants that are nearly identical to natural teeth in function and aesthetics. Through precise surgery and professional care, we can achieve successful implantation with long-term stability of the implants. Our implantology treatments utilize different types of dental equipment and consumables, mainly including cone beam computed tomography machines, implant machines, ultrasonic bone scalpels, implant membrane tacks, implant fixtures, bone grafts, abutments, drills and other dental tools for implants. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, the number of customer visits to our implantology services amounted to 52,086, 59,763, 78,759, 36,093 and 42,914, respectively and the average spending per customer visit to implantology services was RMB2,070, RMB1,953, RMB1,562, RMB1,698 and RMB1,394, respectively, for the same periods. See “Business — Our Dental Services — Implantology Services” for more details.

### *Orthodontics Services*

As an important specialty of dentistry, orthodontics not only focuses on the aesthetic alignment of teeth but also, more importantly, aims to restore and maintain normal function of mouth, such as chewing, speaking and facial aesthetics. Our orthodontic treatments use a range of dental equipment and consumables, mainly including metal brackets, ceramic brackets, clear aligners and other appliances. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we had 123,089, 127,927, 140,143, 64,020 and 67,737 customer visits to our orthodontics services, respectively and the average spending per customer visit to orthodontics services was RMB562, RMB627, RMB583, RMB543 and RMB501, respectively, for the same periods. See “Business — Our Dental Services — Orthodontics Services” for more details.

### **Our Market Opportunities**

Driven by the rising public awareness of oral health and favorable policies, the dental services market in China is expected to witness continual growth in market demand and penetration. According to Frost & Sullivan, the market size of the dental services market in China was RMB144.6 billion in 2023 and is expected to grow at a CAGR of 6.0% from 2023 to 2028, reaching RMB193.2 billion in 2028. In particular, the market size of the private dental services market in China was RMB101.5 billion in 2023 and is expected to grow at a CAGR of 6.6% from 2023 to 2028, reaching RMB139.5 billion in 2028.

The private dental services market in Central China represented 16.9% of the market share of China’s private dental services market in 2023, constituting an essential component of the national dental services market, with numerous untapped demands in this densely populated region. According to Frost & Sullivan, the market size of the private dental services market in Central China was RMB17.2 billion in 2023 and is expected to grow at a CAGR of 6.8% from 2023 to 2028, reaching RMB23.9 billion in 2028. As a leading private dental services provider in Central China, we are well positioned to further enhance our market share and competitiveness through our distinctive branding strategy, experienced medical professionals, standardized and refined operational capabilities, as well as pragmatic and balanced expansion approach.

---

## SUMMARY

---

### **Our Financial Highlights**

Benefiting from our highly standardized and refined direct chain model, our profitability stands out among private dental services providers in China, according to Frost & Sullivan.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit margin was 27.3%, 36.3%, 38.1%, 38.1% and 36.6%, respectively. Our net profit attributable to owners of the parent amounted to RMB17.1 million, RMB43.3 million, RMB50.1 million, RMB25.1 million and RMB20.4 million for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, respectively, and our net profit margin was 3.9%, 13.8%, 15.2%, 15.2% and 14.3%, respectively, for the same periods. Our return on equity increased from 14.3% for the year ended December 31, 2021 to 41.2% for the year ended December 31, 2022, and further to 42.8% for the year ended December 31, 2023, primarily due to the continuous increase in our net profit from 2021 to 2023.

We believe our superior management capabilities and direct chain model would steadily contribute to our profitability performance and lay a solid foundation for our future growth.

### **Our Key Operational and Financial Performance**

During the Track Record Period, taking advantage of our growing brand influence and rich experience in operating dental institutions under a direct chain model, we maintain a thriving dental service network. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we have 268,681, 276,310, 296,859, 167,210 and 166,140 customers, among which our new customers amounted to 172,336, 168,479, 171,991, 85,511 and 78,291, respectively. During the same periods, the total number of customer visits to our dental institutions reached 715,444, 708,651, 768,809, 373,227 and 368,891, respectively.

Our revenue increased from RMB380.8 million for the year ended December 31, 2021 to RMB409.4 million for the year ended December 31, 2022 and further to RMB441.8 million for the year ended December 31, 2023. Despite the negative impact brought by the slower-than-expected post-pandemic economic recovery and the downward pricing pressure on dental services providers following the national centralized procurement policies and fierce competition in the industry, we managed to stabilize our revenue stream and only recorded a slight decrease in our total revenue, from RMB213.4 million for the six months ended June 30, 2023 to RMB204.5 million for the six months ended June 30, 2024.

### **OUR COMPETITIVE STRENGTHS**

We believe that the following competitive strengths contribute to our continuous development and preeminent position in the dental services industry in Central China.

## SUMMARY

---

- As a leading private dental services provider operating under the direct chain model in Central China, we are well positioned to fully explore tremendous market opportunities, capitalizing on years of development experience and deep insights into the industry.
- Centralized and refined operational capabilities of our headquarters empower our dental institutions, ensuring operational efficiency and sustained profitability.
- Strategic Partnership Program and employee stock ownership platforms motivating high-quality medical professionals and other talents, underpinning our business growth while building our dental service network into a talent entrepreneurial platform.
- Well-established scalable and replicable business model benefiting from organic growth and strategic acquisitions.
- Preeminent professional talent echelon led by renowned dental experts, with medical technologies as our core competitiveness.
- Unified management led by visionary and experienced management team utilizing outstanding professional and managerial expertise.

For details, see “Business — Competitive Strengths.”

## OUR BUSINESS STRATEGIES

We intend to further entrench our competitive strengths and implement the following strategies in pursuit of our vision.

- Reinforce our dominant position in Central China, consistently increase our market share, and expand our dental service network through establishments and acquisitions.
- Persistently improve our dental service capabilities, cultivate advantageous specialties and develop our Technical Committee to optimize dental technologies and empower the professional growth of dentists.
- Strengthen our brand building and boost our brand influence by enhancing customers’ service experience and satisfaction.
- Strive to accelerate our digitalization and informatization to empower our business development.

For details, see “Business — Business Strategies.”

## SUMMARY

---

### OUR SUPPLIERS AND CUSTOMERS

#### Our Suppliers

Our dental service network requires various products for its business operations, mainly covering dental devices and pharmaceuticals. Our suppliers primarily comprise (i) suppliers of the above products; (ii) marketing and promotion services providers as well as consulting services providers; and (iii) software, hardware and services providers of informatization. We mainly purchase from suppliers located in China, including domestic distributors that are licensed to import dental tools and equipment manufactured by foreign manufacturers.

For each of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our purchases from the five largest suppliers in each period of the Track Record Period accounted for 66.5%, 49.9%, 44.9% and 46.9% of our total purchases, respectively, and our purchases from the largest supplier accounted for 30.0%, 20.8%, 16.2% and 15.4% of our total purchases, respectively.

All of our five largest suppliers in each period of the Track Record Period are Independent Third Parties. To the best of the knowledge of our Directors, none of our Directors, their respective associates or any shareholder who owns more than 5% of our issued share capital had any interest in any of our five largest suppliers in each period of the Track Record Period.

#### Our Customers

Our customers during the Track Record Period were individuals in the PRC who received dental services at our dental institutions. Our comprehensive dental services cover a broad range of customers in all age groups. Given the dispersed base of our customers, we do not have any customer concentration risk. Our business and profitability are not materially dependent on any single individual customer. None of our individual customers accounted for more than 0.1% of our total revenue for each period during the Track Record Period.

All of our five largest customers in each period of the Track Record Period are Independent Third Parties. To the best of the knowledge of our Directors, none of our Directors, their respective associates or any shareholder who owns more than 5% of our issued share capital had any interest in any of our five largest customers in each period of the Track Record Period.

### PRICING

Under the applicable PRC laws and regulations, as a private dental services provider, we are generally entitled to set the prices of dental services of our dental institutions at our own discretion. We price dental services based on certain factors, including the complexity of the treatments, operating costs, local market conditions and the pricing of both private and public dental institutions in the same region on similar dental services. We from time to time review our pricing to avoid malicious competition caused by their unreasonable pricing or promotion.

## SUMMARY

---

Our dental institutions that are qualified as Medical Insurance Designated Medical Institutions are required to charge medical fees in accordance with the pricing guidelines and price ceilings set by the relevant government authorities for dental services eligible to be paid through the public medical insurance programs. We regularly inspect the pricing of our Medical Insurance Designated Medical Institutions to ensure compliance with local medical insurance policies.

In recent years, the PRC government has been propelling the centralized procurement to promote the transparency in the pricing of dental implantology consumables and services, making the implantology service more affordable and accessible for the general public. In response to such policies, we made timely pricing adjustments on our implantology services and witnessed more customers access affordable dental services. For further details of centralized procurement policies and pricing supervision, see “Regulatory Overview — Regulations on the Reform of Medical Institutions.”

Please see “Business — Pricing” for details.

## RISK FACTORS

Our business faces risks including those set out in the section headed “Risk Factors.” As different investors may have different interpretations and criteria when determining the significance of a risk, you should read the “Risk Factors” section in its entirety before you decide to invest in our [REDACTED]. Some of the major risks that we face include:

- We operate in a highly competitive industry and such industry experienced dampened growth and fluctuation in recent years. If we do not compete successfully against existing or new competitors, our business, financial condition and results of operations may be materially and adversely affected.
- We operate in a strictly regulated industry with strict compliance requirements in health, safety and environmental laws and regulations, and are subject to on-going compliance costs.
- If our dental institutions are unable to retain, attract and motivate sufficient qualified dentists and other medical professionals, or if we fail to properly manage the employment and service of the dentists and other medical professionals of our dental institutions, our business and results of operations could be materially and adversely affected.
- If our dental institutions are unable to continue to attract and retain customers, foster superior customer experience and maintain customer trust, our business, financial condition and results of operations may be materially and adversely affected.



---

## SUMMARY

---

- The success of our business depends on our reputation and brand image. Any negative publicity about us, any of our dental institutions, dentists or other medical professionals practicing at our dental service network, the dental services industry or the general healthcare industry could harm our reputation and brand image, which could materially and adversely affect our business and prospects.

### OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Company was directly held as to approximately 1.24% by Mr. Yao, 1.17% by Ms. Shen and 81.32% by Zhongshan Medical Investment, which was in turn held by Mr. Yao and Ms. Shen as to approximately 44.11% and 31.38%, respectively. Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment and our Company. See “History, Development and Corporate Structure — Our Major Corporate Development — Early Development” for details. Immediately upon completion of the [REDACTED] (assuming no exercise of the [REDACTED]), Mr. Yao and Ms. Shen, directly and indirectly through Zhongshan Medical Investment, will together be entitled to exercise the voting rights attaching to approximately [REDACTED]% of our enlarged total issued share capital. Therefore, Mr. Yao, Ms. Shen and Zhongshan Medical Investment will be considered as a group of Controlling Shareholders after the [REDACTED] for the purpose of the Listing Rules. See “Relationship with Our Controlling Shareholders” for further details.

### [REDACTED] INVESTMENTS

We received the [REDACTED] Investments from our [REDACTED] Investors, including the Series A Investment from Zhongyuan Jiupai and Mr. Zhu Chao (朱超) and the Series B Investment from CITIC Securities Investment, Zhongyuan Jiupai, Zhidao Capital, Mr. Li Jiansheng (李建生), Ms. Li Zhen (李臻), Mr. Chen Wei (陳巍), Mr. Wang Hong (王宏) and Mr. Wang Qingsong (王青松). Due to commercial reasons of certain [REDACTED] Investors, we repurchased the Shares held by Zhongyuan Jiupai, Mr. Zhu Chao, CITIC Securities Investment, Zhidao Capital, Mr. Li Jiansheng and Mr. Wang Qingsong on October 8, 2024. Immediately after completion of the [REDACTED] (assuming no exercise of the [REDACTED]), the current [REDACTED] Investors will hold approximately [REDACTED]% of our enlarged total issued share capital. See “History, Development and Corporate Structure — [REDACTED] Investments” for further details.

### SUMMARY OF HISTORICAL AND FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information for the Track Record Period, extracted from the Accountants’ Report set out in Appendix I to this document.

## SUMMARY

### Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income Items

The following table sets forth selected consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>			<i>(Unaudited)</i>	
<b>Revenue</b> . . . . .	<b>380,750</b>	<b>409,444</b>	<b>441,841</b>	<b>213,359</b>	<b>204,549</b>
Cost of sales . . . . .	<u>(276,851)</u>	<u>(260,970)</u>	<u>(273,615)</u>	<u>(132,095)</u>	<u>(129,700)</u>
<b>Gross profit</b> . . . . .	<b>103,899</b>	<b>148,474</b>	<b>168,226</b>	<b>81,264</b>	<b>74,849</b>
Selling and distribution expenses . . . . .	(34,857)	(41,709)	(44,687)	(20,184)	(22,874)
Administrative expenses . . .	(32,049)	(33,992)	(32,549)	(16,174)	(14,455)
Research and development expenses . . . . .	(6,779)	(6,618)	(6,823)	(3,351)	(3,342)
Other expenses . . . . .	(2,059)	(2,175)	(1,885)	(795)	(610)
Finance costs . . . . .	(8,431)	(6,679)	(5,507)	(2,733)	(2,754)
Fair value losses on redeemable preference shares . . . . .	(3,708)	(1,336)	(2,331)	(1,487)	(204)
Other income and gains/(losses), net . . . . .	<u>3,646</u>	<u>7,541</u>	<u>4,464</u>	<u>1,799</u>	<u>3,241</u>
<b>Profit before tax</b> . . . . .	<b>19,662</b>	<b>63,506</b>	<b>78,908</b>	<b>38,339</b>	<b>33,851</b>
Income tax expense . . . . .	<u>(4,924)</u>	<u>(7,056)</u>	<u>(11,870)</u>	<u>(5,996)</u>	<u>(4,606)</u>
<b>Profit for the period</b> . . . .	<u><b>14,738</b></u>	<u><b>56,450</b></u>	<u><b>67,038</b></u>	<u><b>32,343</b></u>	<u><b>29,245</b></u>
<b>Total comprehensive income for the period</b> . .	<u><b>14,738</b></u>	<u><b>56,450</b></u>	<u><b>67,038</b></u>	<u><b>32,343</b></u>	<u><b>29,245</b></u>
<b>Attributable to:</b>					
Owners of the parent . . . . .	17,140	43,342	50,069	25,095	20,423
Non-controlling interests . .	<u>(2,402)</u>	<u>13,108</u>	<u>16,969</u>	<u>7,248</u>	<u>8,822</u>

## SUMMARY

### Non-IFRS Measures

To supplement our consolidated statements of profit or loss and other comprehensive income presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure), as an additional financial measure, which is not required by, or presented in accordance with IFRS. We believe that the presentation of this non-IFRS measure facilitates comparison of the operating performance from period to period. We believe that this measure provides useful information to investors in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, the use of non-IFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for analysis of, our results of operations or financial conditions as reported under IFRS. In addition, the non-IFRS financial measure may be defined differently from similar terms used by other companies. We define adjusted net profit (non-IFRS measure), as net profit for the period adjusted by adding (i) fair value losses on redeemable preference shares; and (ii) share-based payment expenses.

The following table reconciles our adjusted net profit (non-IFRS measure) for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>				
<b>Net profit for the period. . . .</b>	<b><u>14,738</u></b>	<b><u>56,450</u></b>	<b><u>67,038</u></b>	<b><u>32,343</u></b>	<b><u>29,245</u></b>
<b>Add:</b>					
Fair value losses on redeemable preference shares . . . . .	<u>3,708</u>	<u>1,336</u>	<u>2,331</u>	<u>1,487</u>	<u>204</u>
<b>Share-based payment expenses . . . . .</b>	<b>1,388</b>	<b>1,525</b>	<b>1,053</b>	<b>809</b>	<b>785</b>
– Share-based payment expenses in administrative expenses . . . . .	1,146	1,221	812	637	622
– Share-based payment expenses in cost of sales . . . . .	<u>242</u>	<u>304</u>	<u>241</u>	<u>172</u>	<u>163</u>
<b>Adjusted net profit (non-IFRS measure) . . . . .</b>	<b><u>19,834</u></b>	<b><u>59,311</u></b>	<b><u>70,422</u></b>	<b><u>34,639</u></b>	<b><u>30,234</u></b>

## SUMMARY

### Gross Profit and Gross Profit Margin

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit amounted to RMB103.9 million, RMB148.5 million, RMB168.2 million, RMB81.3 million and RMB74.8 million, respectively. The continuous increase of our gross profit in 2022 and 2023 was generally in line with the growth of our revenue. The increase of our gross profit in 2022 was also attributable to the decrease of our cost of sales in the same year. The decrease of our gross profit in the first half of 2024 was mainly caused by the decrease of our revenue in the same period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit margin was 27.3%, 36.3%, 38.1%, 38.1% and 36.6%, respectively. See “Financial Information — Period to Period Comparison of Results of Operations” for details.

### Summary of Consolidated Statements of Financial Position

The following table sets forth our financial position as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Total non-current assets . . . . .	337,959	257,686	243,085	258,632
Total current assets . . . . .	186,505	201,808	247,926	265,116
Total current liabilities . . . . .	154,411	127,645	248,208	235,942
Net current assets/(liabilities) . .	32,094	74,163	(282)	29,174
Total assets less current				
liabilities . . . . .	370,053	331,849	242,803	287,806
Total non-current liabilities . . .	238,195	190,000	71,651	91,440
Total liabilities . . . . .	392,606	317,645	319,859	327,382
<b>Net assets . . . . .</b>	<b>131,858</b>	<b>141,849</b>	<b>171,152</b>	<b>196,366</b>

For details, see “Financial Information — Discussion of Certain Key Items from Consolidated Statements of Financial Position.”

## SUMMARY

### Summary of Consolidated Statements of Cash Flows

The following table sets forth a summary of our cash flows during the Track Record Period:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
			<i>(RMB'000)</i>		
				<i>(Unaudited)</i>	
Net cash flows from operating activities . . . .	124,334	119,926	148,999	76,696	45,434
Net cash flows (used in)/ from investing activities . . . . .	(86,012)	21,539	(16,789)	(7,625)	(6,218)
Net cash flows from/ (used in) financing activities . . . . .	<u>68,787</u>	<u>(98,406)</u>	<u>(83,097)</u>	<u>(19,494)</u>	<u>(22,910)</u>
Net increase in cash and cash equivalents . . . . .	107,109	43,059	49,113	49,577	16,306
Cash and cash equivalents at the beginning of the period . . . . .	<u>27,802</u>	<u>134,911</u>	<u>177,970</u>	<u>177,970</u>	<u>227,083</u>
<b>Cash and cash equivalents at the end of the period . . . .</b>	<b><u>134,911</u></b>	<b><u>177,970</u></b>	<b><u>227,083</u></b>	<b><u>227,547</u></b>	<b><u>243,389</u></b>

## SUMMARY

### Key Financial Ratios

The following table sets forth certain of our key financial ratios as of the dates or for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
	<b>Profitability ratios</b>			
Gross profit margin (%) . . . . .	27.3	36.3	38.1	36.6
Net profit margin (%) . . . . .	3.9	13.8	15.2	14.3
Adjusted net profit margin (non-IFRS measure) (%) . . . . .	5.2	14.5	15.9	14.8
Return on equity (%) . . . . .	14.3	41.2	42.8	N/A
Return on assets (%) . . . . .	3.2	11.5	14.1	N/A
<b>Liquidity ratios</b>				
Current ratio . . . . .	1.2x	1.6x	1.0x	1.1x
Quick ratio . . . . .	1.2x	1.5x	1.0x	1.1x

For calculation and analysis of our key financial ratios, see “Financial Information — Key Financial Ratios.”

### COMPETITION

We operate in a highly competitive and fragmented industry, according to Frost & Sullivan. We generally compete with dental hospitals, out-patient departments and clinics as well as dental departments in general hospitals located in the same geographic regions as our dental institutions. We typically compete on the following key factors: quality of dental services, service experience, medical resources, especially seasoned dentists, brand influence, customers’ accessibility, as well as pricing.

As the largest private dental services provider in Central China in terms of revenue generated therefrom in 2023, we believe we are well positioned to capitalize on the tailwind of industry growth, leveraging our outstanding dentist resources, direct chain model, established brand awareness and continuous efforts. See “Industry Overview” for a more detailed discussion regarding the industries and markets where we operate.

## SUMMARY

---

### COMPLIANCE AND LEGAL PROCEEDINGS

During the Track Record Period and up to the Latest Practicable Date, we were not imposed any material administrative penalties. During the Track Record Period and up to the Latest Practicable Date, we were not involved in any non-compliance incidents that had a material adverse effect on our business, financial condition or results of operations.

As of the Latest Practicable Date, certain of our subsidiaries had not completed the requisite fire safety filings with the housing and urban-rural development departments of local governments. As of the same date, certain of our dental institutions were in the process of applying for the Urban Sewage Disposal Drainage License. For details, see "Business — Compliance and Legal Proceedings — Compliance." During the Track Record Period and up to the Latest Practicable Date, we had not been imposed any material administrative penalties by the relevant government authorities.

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any litigation, arbitration or administrative proceedings that could have a material and adverse effect on our business, financial condition or results of operations. As of the Latest Practicable Date, we were not a party to any ongoing material litigation, arbitration or administrative proceedings. As of the same date, we were not aware of any claims or proceedings contemplated by government authorities or third parties which would materially and adversely affect our business. Our Directors are not involved in any actual or threatened material claims or litigation.

### RECENT DEVELOPMENTS

#### Recent Business and Financial Performance

Subsequent to June 30, 2024 and up to the Latest Practicable Date, we established three dental out-patient departments in Wuhan, Hubei province, all of which are located in or adjacent to local communities. During the same period, we voluntarily disposed one dental institution based on our evaluation on the market condition and future business strategies. As of the Latest Practicable Date, we had 83 dental institutions in total.

#### No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, (i) there had been no material adverse change in our business, the industry where we operate, or market or regulatory environment to which we are subject; (ii) there has been no material adverse change in our financial or trading position or prospects since June 30, 2024, being the date of the latest audited consolidated financial position of our Group as set out in the Accountants' Report in Appendix I to this document; or (iii) there has been no event since June 30, 2024 that would materially affect the information shown in the Accountants' Report set forth in Appendix I to this document.

**SUMMARY**

**[REDACTED] STATISTICS**

	<b>Based on an [REDACTED] of HK\$[REDACTED] per H Share</b>	<b>Based on an [REDACTED] of HK\$[REDACTED] per H Share</b>
[REDACTED] of our Shares upon completion of the [REDACTED] <sup>(1)</sup> . . . . .	HK\$[REDACTED]	HK\$[REDACTED]
[REDACTED] of our H Shares upon completion of the [REDACTED] <sup>(2)</sup> . . . . .	HK\$[REDACTED]	HK\$[REDACTED]
Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity shareholders of the Company per Share <sup>(3)</sup> . . . . .	HK\$[REDACTED]	HK\$[REDACTED]

*Notes:*

- (1) The calculation of [REDACTED] is based on [REDACTED] Shares expected to be in issue immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]).
- (2) The calculation of [REDACTED] is based on [REDACTED] H Shares expected to be in issue immediately following the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED]).
- (3) The unaudited pro forma adjusted consolidated net tangible asset value per Share as at June 30, 2024 is calculated after the adjustments referred to in “Appendix IIA — Unaudited Pro Forma Financial Information” to this document and on the basis of [REDACTED] Shares expected to be in issue assuming that the [REDACTED] had been completed on June 30, 2024, without adjustment of repurchasing and reducing of 8,379,306 shares in September 2024.

**[REDACTED] EXPENSES**

Our [REDACTED] expenses mainly include [REDACTED], professional fees paid to legal advisors, the Reporting Accountants and other professional parties for their services rendered in relation to the [REDACTED] and the [REDACTED].

The estimated total [REDACTED] expenses (based on the mid-point of our indicative [REDACTED] range for the [REDACTED] and assuming that the [REDACTED] is not exercised) for the [REDACTED] are approximately RMB[REDACTED] (HK\$[REDACTED]), including (i) [REDACTED], SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all [REDACTED] of approximately HK\$[REDACTED]; and (ii) non-[REDACTED] related expenses of approximately HK\$[REDACTED], which consist of (a) fees and expenses of legal advisors and reporting accountant of approximately HK\$[REDACTED]; and (b) sponsor fee and other fees and expenses of approximately HK\$[REDACTED], representing approximately [REDACTED]% of the [REDACTED] of the [REDACTED] based on the same assumptions. We did not incur



---

## SUMMARY

---

any [REDACTED] expenses during the Track Record Period. We expect to recognize approximately RMB[REDACTED] (HK\$[REDACTED]) as administrative expenses and approximately RMB[REDACTED] (HK\$[REDACTED]) as a deduction in equity directly upon the [REDACTED].

Our Directors do not expect that such expenses will have a material adverse effect on our results of operations for the year ending December 31, 2024.

### DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant. Our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board.

Under the applicable PRC laws and regulations, a PRC incorporated company is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to contribute to certain statutory reserve funds until the aggregate amount contributed to such funds reaches 50% of its registered capital. The company may pay dividends out of after-tax profits after making up for accumulated losses and contributing to statutory reserve funds as mentioned above. As advised by our PRC Legal Advisors, our Company cannot pay dividends if we are in an accumulated loss position. Our PRC companies will consider to conduct the dividend payments as such companies are in an accumulated profit position.

No dividend shall be declared or payable except out of our profits lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that our Company will be able to declare dividends of any amount each year or in any year.

### USE OF [REDACTED]

We estimate the [REDACTED] of the [REDACTED] which we will receive, assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-end of the [REDACTED] range stated in this document), will be approximately HK\$[REDACTED], after deducting the estimated [REDACTED] and other fees and expenses payable by us in connection with the [REDACTED] and assuming the [REDACTED] is not exercised.

---

## SUMMARY

---

We intend to use the [REDACTED] of the [REDACTED] for the following purposes:

<b>Approximately HK\$[REDACTED]</b>	<b>Percentage of [REDACTED]</b>	<b>Future Plans</b>
[REDACTED]	[REDACTED]%	establishing new dental institutions in Central China
[REDACTED]	[REDACTED]%	acquiring dental institutions in Central China
[REDACTED]	[REDACTED]%	upgrading and renovating some of our existing dental institutions
[REDACTED]	[REDACTED]%	optimizing our information technology infrastructure and information technology systems
[REDACTED]	[REDACTED]%	developing our medical professional team to further support the sustainable growth of our dental service network
[REDACTED]	[REDACTED]%	working capital and other general corporate purposes

---

## DEFINITIONS

---

*In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in “Glossary of Technical Terms.”*

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, the text of which is set out in Appendix I to this document
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association”	the articles of association of our Company conditionally adopted by our Shareholders on November 22, 2024 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	our board of Directors
“Board of Supervisors”	our board of Supervisors
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday, or public holiday in Hong Kong
“CAGR”	compound annual growth rate

[REDACTED]

---

## DEFINITIONS

---

“Chenzhou Hospital”	Chenzhou Dazhong Furong Dental Hospital Co., Ltd. (郴州大眾芙蓉口腔醫院有限公司), a limited liability company established in the PRC on December 13, 2019 and a subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“CITIC Securities Investment”	CITIC Securities Investment Limited (中信證券投資有限公司), a limited liability company established in the PRC on April 1, 2012 and one of our [REDACTED] Investors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Wuhan Dazhong Dental Medical Co., Ltd. (武漢大眾口腔醫療股份有限公司), formerly known as Wuhan Dazhong Dental Clinic Co., Ltd. (武漢大眾口腔門診部股份有限公司) and Wuhan Dazhong Dental Clinic Co., Ltd. (武漢大眾口腔門診部有限公司), established as a limited liability company in the PRC on July 10, 2007 and converted into a joint stock company with limited liability on December 24, 2014
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Mr. Yao, Ms. Shen and Zhongshan Medical Investment

---

## DEFINITIONS

---

“Conversion of Unlisted Shares into H Shares”	the conversion of [REDACTED] Unlisted Shares into H Shares on a one-for-one basis upon the completion of [REDACTED]. Filing of such conversion of Unlisted Shares into H shares has been completed with the CSRC on [●] and an application for H Shares to be [REDACTED] on the Stock Exchange has been made to the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

[REDACTED]

“Director(s)”	director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“FIL”	Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), as amended, supplemented or otherwise modified from time to time

---

## DEFINITIONS

---

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company

“Frost & Sullivan Report” an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us” our Company and its subsidiaries or, where the context so requires (i) in respect of the periods before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time and (ii) where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it

“Guide for New Listing Applicants” Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024

“H Share(s)” Shares of the Company which an application has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange with nominal value of RMB1.00 each

[REDACTED]

“Hejian Baibuting” Wuhan Dazhong Hejian Baibuting Dental Out-patient Department Co., Ltd. (武漢大眾和健百步亭口腔門診部有限公司), a limited liability company established in the PRC on August 12, 2019 and a subsidiary of our Company

## DEFINITIONS

---

[REDACTED]

"HK\$" or "Hong Kong dollars"      Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

"Hong Kong"      the Hong Kong Special Administrative Region of the PRC

[REDACTED]

## DEFINITIONS

---

[REDACTED]

“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards as issued by the IASB, which include IFRS Accounting standards, IAS Standards and Interpretations developed by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC Interpretations)
“Independent Third Party(ies)”	a person or entity which, to the best of our Directors’ knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]



## DEFINITIONS

---

[REDACTED]

“Jingzhou Dazhong”	Jingzhou Dazhong Dental Medical Co., Ltd. (荊州大眾口腔醫療有限公司), a limited liability company established in the PRC on January 2, 2020 and a subsidiary of our Company
“Latest Practicable Date”	November 20, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

---

## DEFINITIONS

---

“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Yao”	Mr. Yao Xue (姚雪), our executive Director, chairman of the Board and one of our Controlling Shareholders
“Ms. Shen”	Ms. Shen Hongmin (沈洪敏) (formerly known as Shen Hongmin (沈宏敏)), our executive Director, vice chairman of the Board, general manager and one of our Controlling Shareholders
“Nanhu Dadao Out-patient Department”	Wuhan Dazhong Dental Medical Co., Ltd. Hongshan Nanhu Dadao Out-patient Department (武漢大眾口腔醫療股份有限公司洪山南湖大道門診部), a branch of our Company established in the PRC on October 23, 2017
“NATCM”	National Administration of Traditional Chinese Medicine (國家中醫藥管理局)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NEEQ”	National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
“NHFPC”	National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會), the predecessor of the NHC
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

---

## DEFINITIONS

---

[REDACTED]

“Overseas Listing Trial Measures”	Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) released by the CSRC on February 17, 2023 and effective on March 31, 2023
“Partnership Program”	a partnership program of our Group designed for attracting seasoned medical professionals, as well as administrative and marketing talents to join and work with us, under which we mainly invite seasoned dentists to become minority shareholders of our dental institutions, details of which are set out in “Business — Our Unified Management of Direct Chain — Systematic Talent Retainment and Incentivization — Partnership Program”
“PBOC”	People’s Bank of China (中國人民銀行)
“People’s Congress”	the legislative apparatus of the PRC, including the National People’s Congress and all the local people’s congresses (including provincial, municipal, and other regional or local people’s congresses) as the context may require, or any of them
“PRC Company Law”	Company Law of the PRC (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time

---

## DEFINITIONS

---

“PRC GAAP”	PRC Accounting Standards and Accounting Regulations for Business Enterprise (《中國企業會計準則》), as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisors”	Tian Yuan Law Firm, our legal advisors as to PRC laws
“PRC Legal Advisors relating to Data Compliance”	Tahota Law Firm, our legal advisors as to PRC laws relating to data compliance
“PRC Securities Law”	Securities Law of the PRC (《中華人民共和國證券法》) as amended, supplemented or otherwise modified from time to time
“[REDACTED] Investments”	the [REDACTED] investments in our Company undertaken by the [REDACTED] Investors, details of which are set out in “History, Development and Corporate Structure”
“[REDACTED] Investor(s)”	the investor(s) of the [REDACTED] Investments
“[REDACTED] Restricted Share Scheme”	the [REDACTED] restricted share scheme adopted by our Company on July 27, 2017 and amended on October 28, 2024, the principal terms of which are summarized in “Appendix VI — Statutory and General Information — D. [REDACTED] Restricted Share Scheme”
	<p style="text-align: center;">[REDACTED]</p>
“Regulation S”	Regulation S under the U.S. Securities Act, as amended from time to time
“Remuneration Committee”	the remuneration committee of the Board
“Restricted Share(s)”	the restricted share(s) granted under the [REDACTED] Restricted Share Scheme
“RMB” or “Renminbi”	the lawful currency of the PRC

---

## DEFINITIONS

---

“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Series A Investment”	the series A investment in our Group as described in “History, Development and Corporate Structure”
“Series B Investment”	the series B investment in our Group as described in “History, Development and Corporate Structure”
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shaoyang Beita”	Shaoyang Dazhong Furong Beita Dental Out-patient Service Co., Ltd. (邵陽大眾芙蓉北塔口腔門診有限公司), a limited liability company established in the PRC on August 31, 2023 and a subsidiary of our Company
“Shaoyang Hospital”	Shaoyang Dazhong Furong Dental Hospital Co., Ltd. (邵陽大眾芙蓉口腔醫院有限公司), a limited liability company established in the PRC on December 6, 2019 and a subsidiary of our Company
“Shaoyang Shuangqing”	Shaoyang Shuangqing Dazhong Furong Dental Out-patient Service Co., Ltd. (邵陽雙清大眾芙蓉口腔門診有限公司), a limited liability company established in the PRC on September 1, 2023 and a subsidiary of our Company
“Shareholder(s)”	holder(s) of our Shares

---

## DEFINITIONS

---

[REDACTED]

“Sole Sponsor”	Haitong International Capital Limited
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國中央人民政府)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of our Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the financial years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024

[REDACTED]

---

## DEFINITIONS

---

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Shares”	Shares of our Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi, and are not currently listed or traded on any stock exchange
“U.S. Securities Act”	the US Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “US dollars”	United States dollars, the lawful currency of the United States
“Wuhan Dazhong Hospital”	Wuhan Dazhong Dental Hospital Co., Ltd. (武漢大眾口腔醫院有限公司), a limited liability company established in the PRC on May 22, 2014 and a wholly-owned subsidiary of our Company
“Wuhan Taolin”	Wuhan Taolin Management Consulting Partnership (Limited Partnership) (武漢桃林管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on July 7, 2017 and an employee stock ownership platform of our Company
“Wuhan Xinglin”	Wuhan Xinglin Management Consulting Partnership (Limited Partnership) (武漢杏林管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on October 17, 2014 and an employee stock ownership platform of our Company
“Wuhan Zhulin”	Wuhan Zhulin Management Consulting Partnership (Limited Partnership) (武漢竹林管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on July 14, 2017 and an employee stock ownership platform of our Company
“Xiangyang Dazhong”	Xiangyang Dazhong Dental Medical Co., Ltd. (襄陽大眾口腔醫療有限公司), a limited liability company established in the PRC on December 24, 2019 and a subsidiary of our Company

---

## DEFINITIONS

---

“Xiangyang Dazhong Out-patient Department”	Xiangyang Dazhong Dental Out-patient Department Co., Ltd. (襄陽大眾口腔門診部有限公司), a limited liability company established in the PRC on September 15, 2017 and a subsidiary of our Company
“Xiangyang Fancheng”	Xiangyang Fancheng District Dazhong Dental Out-patient Department Co., Ltd. (襄陽樊城區大眾口腔門診部有限公司), a limited liability company established in the PRC on January 16, 2020 and a subsidiary of our Company
“Xiangyang Kaidi”	Xiangyang Dazhong Kaidi Dental Out-patient Service Co., Ltd. (襄陽大眾凱地口腔門診有限公司), a limited liability company established in the PRC on July 4, 2024 and a subsidiary of our Company
“Xiangyang Xiangcheng”	Xiangyang Xiangcheng District Dazhong Dental Out-patient Department Co., Ltd. (襄陽襄城區大眾口腔門診部有限公司), a limited liability company established in the PRC on January 17, 2020 and a subsidiary of our Company
“Xinshao Dazhong”	Xinshao Dazhong Furong Dental Out-patient Service Co., Ltd. (新邵大眾芙蓉口腔門診有限公司), a limited liability company established in the PRC on December 4, 2019 and a subsidiary of our Company
“Zaoyang Hospital”	Wuhan Dazhong Zaoyang Dental Hospital Co., Ltd. (武漢大眾口腔棗陽醫院有限公司), a limited liability company established in the PRC on March 25, 2019 and a subsidiary of our Company
“Zhidao Capital”	Wuhan Zhidao Technology Innovation Venture Capital Partnership (Limited Partnership) (武漢致道科創創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on April 24, 2020 and one of our [REDACTED] Investors
“Zhongshan Medical Investment”	Hubei Zhongshan Medical Investment Management Co., Ltd. (湖北中山醫療投資管理有限公司), a limited liability company established in the PRC on October 10, 2004 and one of our Controlling Shareholders



## DEFINITIONS

---

“Zhongyuan Jiupai” Hubei Zhongyuan Jiupai Industrial Investment Fund Partnership (Limited Partnership) (湖北中元九派產業投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on November 23, 2016 and one of our [REDACTED] Investors

“%” per cent

*For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese names shall prevail.*

---

## GLOSSARY OF TECHNICAL TERMS

---

*This glossary of technical terms contains terms used in this document as they relate to our business. As such, these terms and their meanings may not always correspond to standard industry meaning or usage of these terms.*

“All-on-4”	an advanced dental implant technology that treats customers with a fully or partially edentulous arch, placing four implants in a single jaw to complete crown restoration and achieve immediate loading
“average spending per customer visit”	calculated based on dividing the revenue for the relevant period by the number of customer visits during the same period
“cavity”	pits and fissures formed on the chewing surfaces of molars and premolars, where food debris easily accumulates, making these areas difficult to clean and prone to cavities
“Central China”	for the purpose of this document, Hubei province, Hunan province, Henan province and Jiangxi province
“cephalometric analysis”	analyzing images obtained from X-ray cephalometric radiography. Specific landmarks of the teeth, jaws and craniofacial structures are outlined, and various lines and angles are measured during the analysis. This analysis provides insights into the structure of the soft and hard tissues of the teeth, jaws and craniofacial region, allowing the examination and diagnosis to extend beyond surface morphology to the internal skeletal structure
“Class II dental hospital”	according to the <i>Basic Standards of Medical Institutions</i> (《醫療機構基本標準》) issued by the NHFPC on June 12, 2017, Class II dental hospital are specialized medical institutions that primarily provide dental services. Class II dental hospital shall comply with relevant requirements such as the number of medical professionals and dental chairs

---

## GLOSSARY OF TECHNICAL TERMS

---

“COVID-19”	coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus-2
“dental bridge”	fixed dental prostheses, a type of prostheses used to permanently replace missing teeth by attaching artificial teeth to adjacent teeth or dental implants. The natural teeth or implants at one or both ends of the edentulous gap serve as abutments (similar to bridge supports), on which retainers are fabricated to hold the prosthesis. The retainers and artificial teeth form a single or multi-unit restoration that is secured to the abutments with dental cement. This type of prostheses cannot be removed by the customer
“dental calculus”	calcified dental plaque, primarily composed of calcium and phosphorus mineral salts, forms through the deposition of calcium phosphate mineral salts within and between the microbial remnants that once resided on the tooth surface or denture surface. Dental calculus requires professional cleaning for removal to avoid gum diseases
“dental crown”	an artificial replacement that restores missing tooth structure by surrounding the remaining coronal tooth structure, or being placed on a dental implant. It is made of metal, ceramic or polymer materials or a combination of such materials. It is retained by luting cement or mechanical means
“dental institution”	a dental service institution with a valid Medical Institution Practicing License or a valid Clinic Filing Notice (診所備案憑證) to engage in the provision of dental services
“dental plaque”	a biofilm of microorganisms, such as bacteria and fungi, which grows on surfaces within the mouth. It is a sticky colorless deposit in initial and becomes brown or pale yellow when it forms tartar
“direct chain model”	under the direct chain model, chain institutions are wholly owned or having the majority of equity interests controlled by the headquarters, operating under the unified management and direct supervision of the headquarters

---

## GLOSSARY OF TECHNICAL TERMS

---

“GFA”	gross floor area
“medical incident”	a claim addressed to a medical institution or medical professional, alleging violations of the applicable laws, regulations, government rules, treatment standards or protocols during the treatment that resulted in harm to the patient due to negligence
“Medical Insurance Designated Medical Institutions”	medical institutions that voluntarily enter into medical insurance agreements with the administrative authorities in regions covered by public medical insurance programs to provide designated services for insured customers participated in public medical insurance programs
“multi-site practice dentist”	licensed dentists registered with the health administrative authorities and practice at two or more medical institutions
“public medical insurance programs”	primarily include the Urban Employee Basic Medical Insurance Scheme (城鎮職工基本醫療保險制度) and the Basic Medical Insurance Systems for Urban and Rural Residents (城鄉居民基本醫療保險制度)
“sq.m.”	square meters
“V-II-V technique”	an advanced dental technology that leverages vertical and angled implantology approaches, as well as trans-pterygoid approaches to provide implantology services for edentulous customers with severe maxillary bone defects

---

## FORWARD-LOOKING STATEMENTS

---

This document contains certain forward-looking statements representing our goals, expectation and views of future events, and actual results or outcomes may differ materially from those expressed or implied. Such forward-looking statements are subject to certain risks, uncertainties and assumptions. Forward-looking statements typically can be identified by the use of words such as "will," "would," "estimate," "expect," "anticipate," "plan," "aim," "going forward," "believe," "may," "intend," "ought to," "continue," "project," "should," "seek," "potential" and the negative of these words and other similar expressions. Although we believe that our expectations are reasonable, we can give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

These forward-looking statements include, but are not limited to, statements relating to:

- our business and operating strategies and the various measures we use to implement such strategies;
- our operations and business prospects, including development plans for our existing and new businesses;
- the future competitive environment for the industry which we operate in;
- the regulatory environment as well as the general industry outlook for the industry which we operate in;
- future developments and fluctuation in the industry which we operate in;
- general economic trends in which we operate our business;
- our ability to control costs and expenses;
- our dividend policy;
- capital market developments;
- the actions and developments of our competitors;
- change or volatility in interest rates, equity prices, volumes, operations, margins, risk management and overall market trends; and
- all other risks and uncertainties described in the section headed "Risk Factors."

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document reflect our management's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. See "Risk Factors," "Business" and "Financial Information" for more details.

## **FORWARD-LOOKING STATEMENTS**

---

Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove to be incorrect, our financial condition may be adversely affected and may vary materially from the goals we have expressed or implied in these forward-looking statements. Except as required by applicable laws and regulations, including the Listing Rules, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should not place undue reliance on any forward-looking information. In this document, statements of or references to our intentions or those of our Directors are made as of the date of this document. Any such intentions may change in light of future developments.

---

## RISK FACTORS

---

*An investment in our H Shares involves various risks. You should carefully consider all the information in this document and in particular the risks and uncertainties described below before making an investment in our H Shares.*

*The occurrence of any of the following events could materially and adversely affect our business performance, financial condition, results of operations or prospects. If any of these events occur, the [REDACTED] of our H Shares could decline and you may lose all or part of your investment. You should seek professional advice from your relevant advisors regarding your prospective investment in the context of your particular circumstances.*

### RISKS RELATING TO OUR BUSINESS AND INDUSTRY

**We operate in a highly competitive industry and such industry experienced dampened growth and fluctuation in recent years. If we do not compete successfully against existing or new competitors, our business, financial condition and results of operations may be materially and adversely affected.**

We operate in the dental services industry in China, which is highly competitive with over 102 thousand dental institutions as of December 31, 2023. We primarily compete with dental hospitals, out-patient departments and clinics as well as dental departments in general hospitals located in the same geographic regions as our dental institutions. In particular, as a private dental services provider, we also compete with public dental services providers, which have been dominating the industry with more resources and higher recognition. In terms of total revenue in 2023, we took a market share of only 0.4% in the private dental services industry in China. With the rapid development of the private dental services industry in China, we expect new market entrants to such industry will continue to increase and they will compete against us in the future. Some of our competitors may have greater medical experience, or better marketing, financial and other resources than we do. There could be significant consolidation and mergers among certain of our competitors. Our competitors may develop alliances, and these alliances may acquire significant market share with rich resources.

Dental services providers in Central China faced dampened growth and experienced fluctuation in revenue in recent years as a result of (i) the restricted offline activities during the spread of COVID-19 pandemic; and (ii) customers' consumption downgrade caused by slower-than expected post-pandemic economic recovery. Despite a general increase at a CAGR of 6.3% from 2019 to 2023, the market size of the dental services market in Central China in terms of revenue generated by dental services providers in Central China experienced decreases in 2020 and 2022, due to the COVID-19 pandemic. In addition, as the post-pandemic economic recovery is slower than expected, the dental services market in China is estimated to experience dampened growth in its market size.

We primarily compete on the following key factors: quality of dental services, service experience, medical resources, especially seasoned dentists, brand influence, customers' accessibility, as well as pricing. We cannot assure you that we will be able to successfully compete against existing or new competitors, and changes in the competitive landscape and macroeconomic conditions may result in downward pressure on pricing, reduced customer visits, reduced profitability or loss of market share, any of which could materially and adversely impact our results of operations and business prospects.

---

## RISK FACTORS

---

**We operate in a strictly regulated industry with strict compliance requirements in health, safety and environmental laws and regulations, and are subject to on-going compliance costs.**

The dental services industry in China is heavily regulated. Our operations are subject to various laws and regulations. These laws and regulations mainly cover (i) licensing and management of dental institutions; (ii) licensing of dentists and other medical professionals; (iii) procurement and use of dental devices and pharmaceuticals; (iv) quality and pricing of dental services; (v) collection and storage of customers’ personal information and data privacy protection; (vi) anti-corruption and anti-bribery; and (vii) discharge and disposal of medical waste generated from operations and occupational health. See “Regulatory Overview” for details of laws and regulations that we are subject to. In addition, licenses or permits of our dental institutions are subject to periodic renewal requirements and inspections by the relevant government authorities. See “— If we fail to timely renew any existing licenses, permits or certificates or fail to obtain any licenses, permits or certificates for our newly commenced or acquired business, we may not be able to maintain or develop our business” for details. Furthermore, any change in applicable laws and regulations, or any change of interpretation thereof, could require us to obtain additional licenses, permits, approvals or certificates, or result in the invalidation of our existing licenses, permits, approvals or certificates, or result in us being regarded as not in compliance with the relevant laws and regulations thereby subjecting us to penalties and/or other legal consequences. Meanwhile, keeping compliant with applicable laws and regulations may force us to make adjustments on our existing operations and management measures and increase our operating costs, which may in turn reduce our profit margins.

If we cannot meet relevant requirements under the evolving laws or interpretations of the laws that regulate us, we could be subject to disciplinary warnings and administrative penalties, which may in turn materially and adversely affect our business, results of operations, financial condition and prospects.

**If our dental institutions are unable to retain, attract and motivate sufficient qualified dentists and other medical professionals, or if we fail to properly manage the employment and service of the dentists and other medical professionals of our dental institutions, our business and results of operations could be materially and adversely affected.**

Our future success depends on our ability to retain, attract and motivate a sufficient number of qualified and experienced medical professionals, especially dentists. Medical professionals are essential in supporting our thriving dental service network, offering high-quality dental services and cultivating stable relationships with customers. Our ability to retain, attract and motivate a high-caliber and stable team of dentists and other medical professionals will continue to have substantial influence on the operational and financial performance of our dental service network. The competition for medical professionals, especially qualified seasoned dentists, is intense in the dental services industry in China. The supply of qualified dentists is limited due to the length of training required, including academic study and clinical training, which can take up to eight years or even longer for certain dental



---

## RISK FACTORS

---

specialties. Based on our past experience, seasoned dentists generally consider the following key factors when selecting dental institutions to practice at, including the brand influence and reputation, compensation, shareholding structure and level of participation in the management of the dental institutions, corporate culture, location, the number of customer visits, the deployment of dental devices and supporting staff, among others. Our dental institutions may not compete favorably with our competitors in respect of one or more of these factors, and our dental institutions may not be able to attract or retain a sufficient number of qualified medical professionals we desire.

Meanwhile, multi-site practice dentists practice at our dental institutions pursuant to the liberated physician registration regulation. Such dentists are entitled to provide dental services in our dental service network after completing the multi-site practice registration. If the relevant government authorities promulgate new regulations to change such practices in the future, our dental institutions may not be able to retain such multi-site practice dentists. If our dental institutions are unable to timely recruit or retain seasoned and qualified dentists at reasonable compensation level, our business, results of operations and financial condition may be adversely affected.

**If our dental institutions are unable to continue to attract and retain customers, foster superior customer experience and maintain customer trust, our business, financial condition and results of operations may be materially and adversely affected.**

Over years of operations, we have accumulated a broad customer base and a trustworthy reputation. Our ability to retain our existing customer base or attract new customers affects the performance of our business operations and our revenue growth. Our ability to continue to attract and retain customers is affected by the quality and service experience of our dental services and the fame and expertise of medical professionals practicing at our dental service network, which requires us to constantly understand the latest market trends and preferences, keep pace with both technological and regulatory development in local regions and attract and retain experienced medical professionals, maintain stable dental supplies, cultivate intimate service experience to customers throughout the whole course of their visits in our dental institutions and offer flexible payment options. We shall also pay attention to the management of customer relationships through both offline and online channels. Reaching these goals not only requires rich industry expertise and experience in operating dental hospitals, out-patient departments and clinics, but also depends on numerous factors beyond our control. In particular, we generally have limited control over the operations of third-party suppliers and the practice of medical professionals practicing at our dental institutions. Their failure to ensure high-quality supplies or appropriate dental services may adversely affect our customers' willingness to purchase dental services from us, which may damage our reputation and cause us to lose trust among customers. If we cannot continue to provide high-quality dental services and maintain customers' trust in us, or fail to meet the customers' expectations on our service offerings, we may not be able to retain our existing customers or attract new customers.

---

## RISK FACTORS

---

Meanwhile, any perceived inadequacy or inconvenience of dental services in our dental institutions, such as longer waiting time than expected at peak times, uncomfortableness during the dental treatments or misleading or indifferent responses to customers' inquiries, customer experience would be materially and adversely affected, which may lead to customer dissatisfaction. Any negative feedback on our customer services may harm our brand image and cause loss of customers, which may in turn materially and adversely affect our business, results of operations, financial condition and prospects. Under such circumstances, our competitiveness and market share could also be adversely affected.

**The success of our business depends on our reputation and brand image. Any negative publicity about us, any of our dental institutions, dentists or other medical professionals practicing at our dental service network, the dental services industry or the general healthcare industry could harm our reputation and brand image, which could materially and adversely affect our business and prospects.**

Our business success depends on our reputation and brand image. In particular, we believe that the wide awareness and acceptance of our brand name in Central China, especially Hubei province, have been playing an important role in our positioning and promotion of our dental services.

We highly value our reputation and brand image in the geographic regions where we operate. Negative publicity involving us, our dental services, our dental institutions, medical professionals practicing at our dental service network, or the dental services industry could adversely harm our reputation and brand image. Such negative publicity could also deteriorate the level of market acceptance of our dental services, customers' trust in us as well as our ability to attract and recruit seasoned medical professionals among different dental specialties, thereby leading to reduced customer visits and loss of medical professionals and other staff. Such negative publicity may also result in the diversion of management's attention, and government investigations or other forms of scrutiny, which could materially and adversely impact our business, results of operations, financial condition and prospects.

**We may not be able to conduct our branding and promotion activities effectively, properly or at reasonable costs. Compliance with medical advertising laws, rules and regulations may be difficult, and any non-compliance could subject us to penalties.**

We continuously conduct branding and promotion activities through both offline and online channels, enhancing our brand exposure to the general public and cultivating a trustworthy brand image. However, our branding and promotion activities may not always be well received and may not result in the improvement in our operational and financial performance that we anticipated. The effectiveness of branding measures in the local communities is influenced by multiple factors beyond our control, such as the variations in the local economic and social conditions and the changes in the preferences and spending power of local residents. Meanwhile, customer acquisition measures have been evolving in the dental services industry, which may further require us to adjust our existing measures to keep up with the industry developments. Failure to identify proper customer acquisition measures accommodating to the local conditions in a timely and cost-efficient manner could adversely affect our business, results of operations and financial condition.

---

## RISK FACTORS

---

Additionally, we are obligated to ensure all of our advertising content complies with the applicable PRC laws and regulations. For advertisements related to certain types of services, we are required to confirm that the advertisers have completed filings with local authorities and obtained all requisite government approvals. According to the applicable PRC laws and regulations, dental institutions need to obtain a Medical Advertisement Examination Certificate (醫療廣告審查證明) before publishing a medical advertisement. Violation of these regulations may result in a variety of penalties against the non-compliant medical institution, including rectification, warnings, and in case of material violation, suspension of operations, revocation of relevant permits to engage in the provision of specific healthcare services, and the revocation of the Medical Institution Practicing License of such medical institution. In addition, if the content of the published advertisement deviates from what is approved and documented in the Medical Advertisement Examination Certificate, the competent authority may revoke the Medical Advertisement Examination Certificate and suspend any application for advertisement examination for one year.

Moreover, government actions and civil claims may be filed against us for misleading or inaccurate medical advertising. We may have to spend significant resources in defending against such actions, which may cause diversion of our management’s attention and interruptions to our business operations.

**We may not be able to manage the growth of our business and our revenue stream generally depends on a number of factors, many of which are beyond our control.**

We have experienced significant growth in revenue from 2021 to 2023. Our revenue increased from RMB380.8 million in 2021 to RMB441.8 million in 2023, representing a CAGR of 7.7%. However, from the first half of 2023 to the first half of 2024, our revenue decreased by 4.2% from RMB213.4 million to RMB204.5 million.

Our revenue stream generally depends on a number of factors, many of which are beyond our control, including the macroeconomic environment, customers’ consumption intention, changing regulatory and social conditions, public health events, as well as local competitive landscapes. Our ability to retain and attract dentists and other medical professionals, expand our customer base, and implement our business strategies are materially affected by such factors. There can be no assurance that we can sustain the growth rate we achieved in the past. Moreover, our future development is also subject to other factors that cannot be fully predicted and may have a material adverse impact on our business, financial condition, results of operations and prospects.

In addition, the overall growth rate of our dental service network is also affected by our ability to manage dental institutions at different development stages. Dental hospitals, out-patient departments and clinics at any development stage may underperform and thus adversely impact our overall results of operations. Failure to strike a balance between our business expansion and profitability by effectively managing the number of our dental institutions at different stages, our business, financial condition and results of operation would be materially and adversely impacted.

---

## RISK FACTORS

---

**We may not be able to identify expansion opportunities or execute our expansion plans and our expansion strategies are subject to uncertainties and risks. This may materially and adversely affect our business, financial condition, results of operations and prospects.**

Going forward, we seek to further upscale our dental service network, improve our service capacity and deepen our market penetration in Central China. We will also further improve talent cultivation system to promote the organic growth and talent introduction of experienced dentists. In addition, we expect to strengthen our influence in the industry by enhancing brand promotion and optimizing the service experience. With the development of our informatization and digitalization capabilities, we expect to further modernize the operation and management of our business in the future. See "Business — Business Strategies." There remain uncertainties on whether we could timely and properly realize our expansion as expected. Our management may spend significant time and resources in initiating and adopting specific plans to implement our future strategies.

With the expansion of our business, our operations have become increasingly complex in terms of the scale and location of business we operate. Future expansion may increase the complexity of our operations and cause strain on our managerial, operational, financial and human resources. We may have to spend extra efforts to upgrade our existing internal procedures and measures to support our future operations. In particular, the lack of familiarity with the local communities in new geographic regions covered by our dental service network and the corresponding promotion methods could make it difficult for us to anticipate customer demands and preferences. It may be difficult for us to strengthen our competitiveness and achieve profitability in the new regions and our profit margin, if any, may be lower than expected, which would adversely affect our overall profitability and results of operations.

We may not be able to replicate our success in the past to our new businesses. Moreover, we cannot assure you that we will be able to recoup our investments in introducing new services. The anticipated benefits to be generated from our expansion efforts are based on assumptions that may prove to be inaccurate. Furthermore, we may not be able to successfully complete our business growth initiatives, strategies and plans and realize all of the benefits that we expect to achieve, or it may be more costly than we anticipated. If, for any reason, the benefits we realize are less than our previous assumptions, or the implementation of these growth initiatives, strategies and plans adversely affect our operations or cost more or take longer to effectuate than we expected, or if our assumptions are proved to be inaccurate, our business, financial condition and results of operations may be materially and adversely affected.

---

## RISK FACTORS

---

**Establishing new dental institutions involves multiple risks and could cause fluctuations in our short-term financial performance. Dental institutions newly commenced operations may not achieve normal operation as anticipated, which could materially and adversely affect our business and results of operations.**

Our operating results have been, and in the future may continue to be, affected by the timing of establishing and opening new dental institutions, the number of new dental institutions opened and the selection of proper geographic locations.

We generally incur substantial expenses before new dental institutions' commencement of operations, mainly in terms of construction or property leasing, renovation, medical professional recruitment and procurement of dental devices and pharmaceuticals for operations. New dental institutions generally have lower income and higher operating costs during their initial stages of operations. It typically takes newly opened dental institutions a period of time to achieve a utilization rate comparable to the existing ones, due to factors such as the time needed to integrate the operations of such dental institutions into our existing dental service network and to cultivate customer awareness in the local communities. The operating results generated at the newly opened dental institutions may not be comparable to the operating results generated at any of the existing ones. New dental institutions may even operate at a loss, which could adversely affect our results of operations. Accordingly, the number and timing of new dental institutions' establishment and commencement of operations have, and may continue to have, a significant impact on our profitability. Our results of operations may fluctuate significantly from period to period due to the offline business expansion. Period-to-period comparisons of our operating results during the Track Record Period may not be meaningful and you should not rely on them to predict the future performance of our operating results.

Moreover, if we are unable to effectively deal with the following uncertainties associated with establishing new dental institutions, we may not be able to expand our business in a timely and cost-efficient manner:

- difficulties in selecting desirable locations and determining the proper operational scale and type of dental institution (i.e. hospital, out-patient department or clinic) to be established based on the market research;
- recruiting dentists at proper level of compensation in new regions;
- providing suitable dental service offerings accommodating the local customers' preferences and remaining competitive in local communities;
- obtaining all requisite approvals, permits, licenses or certificates in a timely manner, as the establishment of dental hospitals, out-patient departments and clinics in the PRC require various government approvals, permits, licenses or certificates; and
- integrating the newly established dental institution into our existing dental service network to realize centralized and standardized management.

---

## RISK FACTORS

---

Inability or material delay in managing the above uncertainties or any substantial increase in costs to ramp up operations and utilization of the new dental institutions could cause an adverse impact on our financial performance and business prospects.

**We may not be able to complete future acquisitions or enhance post-acquisition performance as expected, which could adversely affect our business, financial condition and prospects.**

Apart from establishing new dental institutions, we also expanded our dental service network through acquisitions during the Track Record Period. In the future, we may continue to acquire suitable targets when appropriate opportunities arise. We are exposed to various risks and uncertainties during and after implementing our future acquisition plans, in particular:

- failure to identify suitable acquisition targets or have to engage in intense competition for certain suitable acquisition targets, resulting in acquisitions on terms less commercially favorable to us;
- failure to obtain sufficient financing on acceptable terms to us or at all, to fund such acquisitions;
- failure to timely obtain the applicable regulatory approvals to consummate the planned acquisitions;
- failure to integrate the acquired dental institution into the existing dental service network;
- failure to establish customer awareness in the local community and timely make the acquired dental institution achieve a utilization rate comparable to the existing ones;
- failure to adapt to the local customer preferences and regulatory environment in new geographic regions; and
- failure to operate cost-effectively, generate revenue or improve profitability as anticipated from the acquired businesses. Under such circumstances, the acquired dental institutions may incur losses, which could adversely affect our results of operations.

Furthermore, the process of pursuing and implementing acquisitions as well as integrating and managing acquired businesses, whether or not successful, could divert our resources and management attention from our existing business.

In addition, there can be no assurance that due diligence before acquisitions will uncover all administrative penalties and the corresponding background information relating to our acquisition targets for activities before our acquisition. Acquisition targets may have unknown or contingent liabilities, including liabilities for failure to comply with evolving requirements

---

## RISK FACTORS

---

or interpretations of the applicable laws, regulations and policies. If any acquired dental institution was subject to any administrative penalties due to incidents that happened prior to our acquisition, we may also suffer reputational or even financial harm. Moreover, some acquisition targets may face inferior services or perceived harm to customers that occurred prior to our acquisition. The occurrence of such actual or alleged events may also subject us to reputational and financial harm. We may have to spend extra time and efforts to respond to claims initially as dissatisfied customers will likely pursue their claims against the acquisition targets and us.

If we are unable to implement acquisitions or enhance post-acquisition performance, or if we suffer reputational or financial harm caused by unknown or contingent liabilities of the acquisition targets, our business and prospects could be adversely affected.

**Regulatory pricing controls and centralized procurement policies may further affect the pricing of dental services provided by us, especially our implantology services, which may in turn affect our financial condition and results of operations.**

PRC laws and regulations set pricing controls and price ceilings on certain dental services and dental consumables. Our dental institutions which are Medical Insurance Designated Medical Institutions are required to set the prices for dental services and dental consumables covered by the public medical insurance programs in accordance with the pricing guidelines adopted under such programs in order for our customers to be eligible for payment by the public medical insurance programs. Furthermore, in recent years, the PRC government has been propelling the centralized procurement of dental implants and strengthening the pricing supervision of dental institutions’ implantology services, which has impacts on the pricing of dental implantology consumables and services across the dental services industry in China. The National Healthcare Security Administration (國家醫療保障局) promulgated the *Notice of the National Healthcare Security Administration on Conducting Special Governance of Medical Service Charges and Consumable Prices for Dental Implants* (《國家醫療保障局關於開展口腔種植醫療服務收費和耗材價格專項治理的通知》) and the *Notice on Effectively Implementing Centralized Procurement and Price Management of Pharmaceuticals in 2023* (《關於做好2023年醫藥集中採購和價格管理工作的通知》) in September 2022 and February 2023, respectively. Following the implementation of national centralized procurement policies, we adjusted the price of our implantology services. As a result, the average spending per implant tooth decreased from RMB8,460 for the year ended December 31, 2022 to RMB6,004 for the year ended December 31 2023. Such average spending decreased from RMB6,354 for the six months ended June 30, 2023 to RMB5,797 for the six months ended June 30, 2024. Such regulatory pricing controls and centralized procurement policies may further affect the pricing of our dental services, especially our implantology services. For further details of centralized procurement policies, see “Regulatory Overview — Regulations on the Reform of Medical Institutions” and “Business — Pricing.”

---

## RISK FACTORS

---

Governmental policies that set price ceilings, control profit margins or restrict insurance reimbursement amounts may in turn affect our results of operations. We cannot predict changes in the pricing guidelines, price ceilings and/or cost-plus ceilings in the future or if any additional dental services provided by us may become subject to pricing control, or more stringent medical insurance reimbursement limits, which may cause pressure on the pricing of our dental service network. Moreover, if we fail to respond to changes in the pricing guidelines, price ceilings and/or cost-plus ceilings in a timely manner by adjusting our pricing policies or service matrix, our competitiveness in the industry, our business operations and prospects may be adversely affected.

**Changes in regulatory regime for the healthcare industry, particularly changes in policies in relation to the dental services industry, could materially affect our business operations and future expansion.**

China's regulatory regime for the healthcare industry is constantly developing, which may affect the way we operate business in the industry. We expect new laws and regulations may be further released to regulate participants in the healthcare industry. The existing PRC laws and regulations applicable to the healthcare industry may be amended or replaced with the development of the regulatory environment. In addition, the laws and regulations may also be subject to further interpretation and enforcement and are evolving. Further amendments and changes or further interpretation and enforcement of laws and regulations could require us to obtain additional licenses, permits or approvals, broaden the scope of liabilities relating to medical incidents, increase our operating costs and expenses, or even result in the invalidation of our existing licenses, permits or approvals. With the development of China's regulatory regime for the healthcare industry, there may be strengthened supervision over medical institutions and more stringent requirements on the provision of healthcare services and use of medical consumables and medical devices. We will closely monitor the legislative progress to ensure our compliance. Moreover, our business operations and future expansion could be materially affected by government policies, which may be subject to further amendments and changes. If we are found to be non-compliant with any of the applicable laws, regulations or government policies, we may face penalties, including suspension of operations and even revocation of operating licenses, depending on the nature of the findings, any of which could materially and adversely affect our business, results of operations and financial condition.

Additionally, future regulatory developments may change the coverage, reimbursement rates or the payment processing cycle under the public medical insurance programs. Any of such events could have an adverse impact on our business, results of operations and financial condition. See "— Our dental institutions derive a portion of revenue from public medical insurance programs. Any failure to remain eligible for public medical insurance coverage, or any non-payment or delayed payment under public medical insurance programs could adversely affect our results of operations and financial position."



---

## RISK FACTORS

---

**If we fail to timely renew any existing licenses, permits or certificates or fail to obtain any licenses, permits or certificates for our newly commenced or acquired business, we may not be able to maintain or develop our business.**

Our dental institutions are required to obtain various licenses, permits and certificates for their operations, in particular, Medical Institution Practicing License (醫療機構執業許可證) or Clinic Filing Notice (診所備案憑證), as applicable. In addition, our dental institutions that operate the dental devices containing radioactive materials or emit radiation during operation are required to obtain Radiation Safety Permit (輻射安全許可證) and Radiodiagnosis and Radiotherapy Permit (放射診療許可證). Under the applicable PRC laws and regulations, licenses, permits or certificates of our dental institutions are subject to periodic renewal requirements and inspections by the relevant government authorities. See “Business — Licenses, Permits and Certificates” for more details. If our dental institutions fail to obtain or timely renew any major license, permit, certificate or approval requisite for operations, or if dentists or other medical professionals practicing at our dental institutions become unlicensed at any time during their practices, we may face penalties, suspension of operations or even revocation of operating licenses, depending on the nature of the incidents, any of which could materially and adversely affect our business, financial condition and results of operations. In addition, we are required to obtain a series of licenses, permits, certificates or approvals for our newly commenced or acquired business, such as those in relation to environmental protection and radiation safety, failure to comply with which may subject us to the corresponding administrative penalties, including suspension of operations under the worst-case scenario.

**The demands for our dental services are affected by the disposable income of our customers and their willingness to pay for oral health and personal appearance, which are vulnerable to variations in the macroeconomic environment.**

Our dental services are affected by the disposable income of residents and their willingness to pay for oral health and personal appearance, which are vulnerable to variations in the macroeconomic environment. In particular, orthodontics services are generally not covered by the public medical insurance programs. The demand for such dental services is typically affected by local residents’ willingness to spend on oral health to improve personal appearance, which would depend on the disposable income of local residents, thus being more vulnerable to the variations in macroeconomic environment. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from orthodontics services amounted to RMB69.2 million, RMB80.2 million, RMB81.8 million, RMB34.8 million and RMB33.9 million, respectively, representing 18.2%, 19.6%, 18.5%, 16.3% and 16.5%, respectively, of our total revenue for the same periods.

Any decrease in the local residents’ affordability of and willingness to pay for dental services may lead to reduced customer visits to our dental institutions, which in turn could have material adverse impacts on our business, results of operations and prospects.

---

## RISK FACTORS

---

**If we are unable to keep up with the latest technological developments or market trends in the dental services industry, we will not be able to compete effectively, which may adversely affect our business, financial condition and results of operations.**

In order to keep up with the latest technological developments and market trends in the dental services industry in China and keep up with the diversifying needs and preferences of the general public on oral health management, we are required to constantly upgrade our existing services, invest in new dental devices and introduce new technologies.

During the provision of dental services, our experienced dentists and other medical professionals from time to time identify common unmet needs or challenges in clinical practices, and develop and optimize dental tools and devices. As of the Latest Practicable Date, we had 10 registered utility model patents, which were material to our business. If our competitors create or adopt technologies similar to ours and develop tools and devices to achieve capabilities that are superior to ours, our business, results of operations and financial condition may be adversely affected.

If we are unable to anticipate or adapt to the latest technological developments or market trends in the dental services industry in China, we may not be able to meet our customers' expectations and the demand for our services may decline. Meanwhile, if our competitors are more sensitive to changes in market trend and the preferences of local residents, or become more responsive to the newly introduced technologies in the industry, our dental services may become less competitive. We may lose our existing customers and be unable to efficiently attract new customers, which could adversely affect our business. Moreover, there can be no assurance that we will be able to recover the expenditures associated with the purchase of new dental devices and introduction of new technologies. Any of these circumstances may adversely affect our results of operations, financial condition and prospects.

**Our business generates and possesses a large amount of personal and medical information of customers, and any improper collection, storage, use, leakage or disclosure of such information could materially and adversely affect our brand image, reputation and business.**

Unless otherwise provided in laws and administrative regulations, medical institutions can only collect personal and medical information of customers with such customers' prior consents and to the extent necessary under the applicable PRC laws and regulations. PRC laws and regulations also generally require medical institutions and medical professionals to protect the privacy of their customers and prohibit unauthorized disclosure of personal information. On August 8, 2022, the NHC, the NATCM, and National Disease Control and Prevention Administration (國家疾病預防控制局) jointly promulgated the *Administrative Measures for the Cybersecurity of Medical and Healthcare Institution* (《醫療衛生機構網絡安全管理辦法》) with immediate effect, which require full life-cycle management of cybersecurity and data security, including but not limited to strengthening system construction, implementing daily network maintenance and monitoring, conducting annual self-inspection and rectification, and classifying and grading data assets.

---

## RISK FACTORS

---

Our data security measures may not prevent the improper leakage of personal and medical information. Our dental service network will be liable for damage caused by divulging the customers’ personal or medical records without consent. Additionally, we may fail to address the vulnerabilities in our information technology infrastructure and systems, which could be subject to viruses, spamming or phishing attacks by third parties or fraudulent or inappropriate behaviors by dentists, other medical professionals or other staff practicing at our dental institutions. A security breach that leads to the leakage of our customers’ personal and medical information, even though anonymized, could subject us to legal liabilities, regulatory sanctions, reputational damage and customers’ trust crises. Any data breach, system attack or internet malfunction of our information technology infrastructure may lead us to be subject to customer complaints, regulatory actions, investigations or litigations on data privacy and cybersecurity, which could materially and adversely affect our brand image, reputation and business.

**We are subject to evolving laws, regulations and government policies regarding cybersecurity, data security and personal information protection. Actual or alleged failure to comply with such laws, regulations and government policies could adversely affect our business and reputation.**

During the course of our business operations, we may need to store, transmit and process certain data of our customers. We are exposed to risks inherent in handling data and in ensuring the data privacy and security. There have been several regulatory changes and developments in relation to cybersecurity, data security and protection of personal information in recent years. Relevant laws, regulations and governmental policies are evolving and may be subject to further interpretations or changes, which may affect the scope of our responsibilities in this regard.

As of the Latest Practicable Date, all the data collected and produced during our operations is stored within the PRC. There is no data cross-border transfer during our business operations. As of the Latest Practicable Date, we were not identified as an operator of “critical information infrastructure” by any government authority. As a result, the obligations as required by the applicable laws for cross-border flow of data and for such operators of “critical information infrastructure” are currently not applicable to us. With the continuous expansion of our business and growth of our customer base, if we are involved in cross-border flow of data or are recognized as an operator of “critical information infrastructure” in the future, we will be required to comply with such obligations under the applicable laws and regulations.

On September 24, 2024, the State Council promulgated the *Regulations on the Administration of Network Data Security* (《網絡數據安全管理條例》), which will come into effect on January 1, 2025. Based on the PRC Cybersecurity Law, the PRC Data Security Law, and the PIPL, the Regulations on the Administration of Network Data Security restate and refine various requirements for internet data processors to process and generate various

---

## RISK FACTORS

---

electronic data through the internet. For further details of laws, regulations and governmental policies regarding data privacy, cybersecurity and data protection, see “Regulatory Overview — Laws and Regulations Related to Cybersecurity, Data Security, and Protection of Personal Information.”

Regulatory development relevant to cybersecurity, data security and protection of personal information could impact the general healthcare industry in China, including the dental services providers with online systems. We may incur substantial costs to comply with such laws and regulations, communicate with our customers and address their concerns in cybersecurity, data security and protection of personal information, and improve our information technology infrastructure and systems. We may from time to time be required to rectify or further improve our internal measures regarding cybersecurity, data security and protection of personal information. Any failure or perceived failure to comply with all applicable laws and regulations regarding cybersecurity, data security and protection of personal information, or any failure or perceived failure of dentists, other medical professionals or other staff practicing at our dental institutions to comply with the relevant laws and regulations, may result in negative publicity and legal proceedings or regulatory actions against us, and could result in fines, revocation of licenses, suspension of relevant operations or other legal or administrative penalties, which may in turn damage our reputation among our existing and potential customers and subject us to fines and damages, which could have an adverse impact on our business and results of operations.

**We may face customer complaints, claims and disputes in our ordinary course of operations, which could result in costs and materially and adversely affect our brand image, reputation, business, financial condition and results of operations.**

Medical professionals and medical institutions face complaints, claims and disputes raised by customers, medical incidents and legal proceedings from time to time. Such negative feedback from customers typically alleges malpractices, medical adverse events or other causes of action. Dissatisfied customers may even carry out extreme actions or even violence during the course of explaining their dissatisfaction to medical professionals in medical institutions. Any occurrence of such incident in our dental institutions would damage our reputation, impair our ability to attract, recruit and retain medical professionals and staff, discourage customers from visiting our dental institutions, and cause severe interruptions to our business operations.

We are exposed to inherent risks of customer complaints, claims and disputes during our daily operations. We generally do not have direct control over the clinical decisions and actions taken by the dentists and other medical professionals as their diagnoses and treatments are subject to their own professional judgment and in most cases, must be performed on a real-time basis. Any incorrect clinical decisions or improper actions on the part of the dentists and other medical professionals, or any failure by us to properly manage clinical activities may cause undesirable or unexpected outcomes, including complications and even injuries in extreme cases. We may choose to settle with the dissatisfied customers in order to minimize the negative impact on our brand image and operations.

---

## RISK FACTORS

---

We cannot guarantee our dental institutions will not be subject to customer complaints, claims and disputes or that we can successfully prevent or settle all customer complaints, claims and disputes in the future. Any customer complaints, claims and disputes, regardless of merit, could cause significant legal costs, diversion of attention of medical professionals and management and reputational damage to us, which could materially and adversely affect our business, financial condition and results of operations.

**If we become subject to litigation, legal or contractual disputes, government investigations or administrative proceedings, our management's attention may be diverted and we may incur substantial costs and liabilities.**

During our ordinary course of business, we may be involved in claims, disputes and legal proceedings from time to time. Unresolved or threatened litigation, legal or contractual disputes, government investigations or administrative proceedings involving us or medical professionals practicing at our dental service network may divert the attention of our management, cause interruptions to our business and result in damages, liabilities and substantial costs.

Furthermore, any litigation, legal or contractual disputes, government investigations or administrative proceedings which are initially not of material importance may escalate and become important to us, due to a variety of factors, such as the facts and circumstances of the cases, the likelihood of loss, the monetary amount at stake and the parties involved. If the outcomes of these proceedings are less favorable to us, we could be required to pay significant legal costs and monetary damages, assume legal and other liabilities and even to suspend or terminate the related business. In addition, negative publicity arising from litigation, legal or contractual disputes, government investigations or administrative proceedings may damage our reputation and adversely affect our brand image. As a result, our business, results of operations and financial condition may be materially and adversely affected.

**Our business is subject to seasonality. We expect to continue to experience seasonal fluctuations in our revenue, results of operations and financial condition.**

We generally witness increase in customer visits in July and August each year and experience fewer customer visits shortly before and during the Chinese New Year holiday. According to Frost & Sullivan, such seasonality is in line with the industry norm in the dental services industry in China. As a result, our operating and financial results for an interim period may not be representative of our overall performance. In addition, our costs and expenses do not necessarily correspond with the timing of our revenue recognition. We expect to continue to experience seasonal fluctuations in our revenue, results of operations and financial condition in the future.

---

## RISK FACTORS

---

**Any future occurrence of *force majeure* events, natural disasters or outbreaks of contagious diseases in regions where we operate in, could prevent our dental institutions from serving their customers and thus materially and adversely affect our results of operations.**

Our business could be materially and adversely affected by natural disasters, such as earthquakes, fires, floods or snowstorms, the outbreak of an epidemic, such as COVID-19 pandemic, swine flu, avian influenza, SARS, Ebola or Zika, or other events, such as wars, acts of terrorism, environmental accidents, power shortage or communication interruptions. The occurrence of a disaster or a prolonged outbreak of a pandemic or other adverse developments in public health in the jurisdiction where we operate could materially impact the dental services industry and disrupt our operations. The occurrence of such events could even cause a temporary suspension or closure of our dental institutions, which could materially and adversely affect our business, financial condition and results of operations. Furthermore, natural disasters, the outbreak of epidemic illnesses, or other events could also adversely affect the macroeconomy, the occurrence of which could negatively impact the spending power of our customers and disrupt our operations.

In particular, the outbreak of COVID-19 had materially and adversely affected the global economy since late 2019, which had impacted the industry and the geographic regions where we operate. Our business operations had been affected by the COVID-19 pandemic during the Track Record Period. For instance, our dental institutions temporarily suspended offline operations due to the spread of the COVID-19 pandemic. Our offline branding and promotion activities and customer retention were also adversely affected under the temporary regional control measures to contain the pandemic spread.

**Our insurance coverage may be inadequate to cover all significant risk exposures.**

We maintain limited insurance policies covering certain potential liabilities. For details of insurances we maintained as of the Latest Practicable Date, see "Business — Insurance." We are not required to, and generally do not, maintain employer liability insurance, business interruption insurance or key person insurance, which are not mandatory under the PRC laws and regulations. There can be no assurance that our insurance coverage will be available or sufficient to cover all of the risk exposures faced by us. The occurrence of natural or man-made disasters that are outside the scope of our insurance coverage may severely interrupt our business and cause material loss to us.

Moreover, the existing insurances maintained by us contain exclusions and limitations on coverage. If our insurance coverage is unavailable or insufficient to cover any risk exposures, we may incur substantial costs and diversion of our resources, which could materially and adversely affect our business, financial condition and results of operations.

---

## RISK FACTORS

---

**Failure to comply with relevant regulatory requirements relating to the social insurance and housing provident fund contributions for and on behalf of our employees may subject us to penalties and have an adverse impact on our financial conditions and results of operations.**

PRC laws and regulations require us to participate in various employee benefit plans, including pension insurance, unemployment insurance, medical insurance, maternity insurance, work-related injury insurance and the housing provident fund. According to the applicable PRC laws and regulations, employers must open social insurance registration accounts and housing provident fund accounts and pay social insurance and housing provident fund contributions in amounts equal to certain percentages of salaries, including bonuses and allowances, of employees up to the maximum amounts specified by the local governments.

During the Track Record Period, we did not make social insurance and housing provident fund contributions in full amount for our employees as required by relevant PRC laws and regulations, primarily due to (i) unfamiliarity with the relevant PRC laws and regulations by our human resource management personnel; and (ii) unwillingness of employees to make contributions of social insurance and housing provident fund for personal reasons, mainly due to their financial burden.

As advised by our PRC Legal Advisors, according to the relevant PRC laws and regulations: (i) with respect to social insurance, the relevant government authorities may order us to pay the outstanding amounts within the prescribed time period with a late charge at the daily rate of 0.05% on the outstanding amounts, and if and only if we fail to do so, they may impose a fine or penalty ranging from one to three times of the outstanding amounts; and (ii) with respect to housing provident funds, the relevant government authorities may order us to pay the outstanding amounts within the prescribed time period, and they may apply to a competent court for enforcement of the outstanding amounts if we fail to do so. During the Track Record Period and up to the Latest Practicable Date, we had not been imposed any administrative penalties as a result of our non-compliance with social insurance and housing provident fund related PRC laws and regulations.

We cannot assure you that the relevant government authorities will not impose new requirements on us according to laws, regulations or local policies published by the relevant government authorities in the future, such as ordering us to make supplemental social insurance and housing provident fund contributions, imposing late fees or fines on us or ordering us to take other measures, any of which may materially and adversely affect our business, financial condition and results of operations.

## **RISK FACTORS**

---

**Failure to maintain business relationships with our suppliers, or any decrease, shortage or delay in the supply, or an increase in the prices of supplies may adversely affect our business, financial condition and results of operations.**

We have established business relationships with suppliers primarily including (i) suppliers of dental devices and pharmaceuticals; (ii) marketing and promotion services providers as well as consulting services providers; and (iii) software, hardware and services providers of informatization. For historical procurement from our major suppliers, see "Business — Suppliers and Procurement." If we fail to maintain our business relationships with suppliers, or if they cease to cooperate with us, or breach their supply agreements with us, we may face limited remedies and may spend additional efforts to source alternative supplies under commercially acceptable terms to us, which could have a negative impact on the stability of our operations, thus adversely affect our business, financial performance and results of operations. Moreover, we cannot assure you that we will be able to timely renew our supply agreements with existing suppliers upon expiration or to establish relationships with new suppliers to keep pace with the continued expansion of our business.

In addition, we may face supply shortages or fluctuations in the market prices of supplies. The availability and prices of supplies from third-party suppliers, especially dental consumables and dental equipment, may be affected by multiple factors beyond our control, including changes in regulatory policies on centralized procurement, unexpected increases in demand for such supplies, deteriorating financial conditions or cessation of business of the suppliers in the relevant local regions. In the event that our suppliers are unable to continue to supply us with sufficient quantities of qualified supplies at acceptable prices, we may have to spend additional time and efforts to obtain substitutes with acceptable quality and prices elsewhere. We cannot assure you that we will be able to pass on any increase in the costs of supplies from third-party suppliers to our customers. Substantial fluctuations in market prices of supplies requisite for our daily operations may result in an increase in our costs and adversely affect our profitability.



---

## RISK FACTORS

---

**We may not have full control over the quality of dental devices and pharmaceuticals used in our dental institutions, which are procured from third parties. Any failures or defects of such products or any failure of our staff to properly operate the dental devices could subject us to liability claims, and adversely affect our brand image, reputation, results of operations and prospects.**

We cannot assure you that the dental devices and pharmaceuticals we procured from our suppliers during our business operations are safe and free of defects or can always meet the relevant quality standards. In the event of any quality issues in relation to such dental devices and pharmaceuticals, we could be subject to complaints and claims raised by customers. We may not be able to seek sufficient indemnification from our suppliers. Legal proceedings against our suppliers may be time-consuming and costly regardless of the outcomes. Any quality issues in relation to dental devices and pharmaceuticals may have material and adverse impacts on customers' trust in us, damage our reputation and brand image, and adversely affect our results of operations and financial performance. In addition, we may also need to find alternative suppliers and suitable replacement products, which may cause interruptions to our business operations. If we are unable to find alternative suppliers or suitable replacement products in a timely manner, our service capacity could be adversely affected.

Moreover, our business exposes us to liability risks that are inherent in the operation of complex dental equipment, which may contain defects or experience failures. Any dental equipment defects or failures or any failure of medical professionals or other staff to properly manipulate the dental equipment could result in inaccurate diagnosis results, unsatisfactory treatment outcomes or even injury. We may become a party to any such liability claim. Regardless of its merit or eventual outcome, we may face significant legal costs, diversion of management's attention and damage of reputation, which could have material and adverse impacts on our business, financial condition and results of operations.

**Any downtime for maintenance or repair of dental equipment and any disruption to supply of utilities could cause interruptions to our business, which could materially and adversely affect our business, financial condition and results of operations.**

We primarily rely on equipment manufacturers, distributors or third-party services providers for the maintenance and repair of dental equipment in our dental institutions. Significant downtime associated with the maintenance and repair of dental equipment used in our dental institutions would result in inability to provide dental services to customers in a timely manner. The failure of equipment manufacturers, distributors or third-party services providers to provide timely repairs on the equipment could interrupt our operations. Extended downtime associated with the maintenance and repair of dental equipment could adversely affect our service capacity and harm our brand image, which could materially and adversely affect our business, financial condition and results of operations.

---

## RISK FACTORS

---

In addition, we need essential utilities such as water and electricity to maintain our dental operations. We rely upon the government or other third parties for the utility supply for our operations. In case the supply of utilities to our dental institutions is cut off for an extended period, our business, financial condition and results of operations could be materially and adversely affected.

**We may be subject to fines as a result of unregistered leases and our use of leased properties may be challenged.**

As of the Latest Practicable Date, we had not registered certain of our lease agreements with the relevant government authorities. If we fail to complete or timely complete such lease registration upon the housing authorities' request, we may face fines on each unregistered lease agreement, which may adversely affect our financial position. As advised by our PRC Legal Advisors, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each unregistered lease agreement if the relevant government authorities require us to rectify and we fail to do so within the prescribed time period. For details of the legal defects of our leased properties, see "Business — Properties."

We are not aware of any material claims or actions being contemplated or initiated by the relevant government authorities, or other third parties with respect to our use of such properties. However, we cannot assure you that our use of such properties will not be challenged in the future. In the event that our use of properties is challenged, we may spend efforts to respond to third parties' challenges and face the diversion of the attention of our management and other staff. As a result, our business and results of operations may be adversely affected.

**Failure to renew our current leases on reasonable terms or to locate desirable alternatives for our dental institutions could materially and adversely affect our business, financial condition and results of operations.**

We may not be able to successfully extend or renew our current leases upon their expiration on commercially reasonable terms, or at all, and may therefore be forced to relocate the relevant dental institutions. This could disrupt the operations of such dental institutions and result in significant relocation expenses, which could materially and adversely affect our business, financial condition and results of operations. In addition, we compete with other businesses for premises at certain locations or of desirable sizes. As a result, even though we could extend or renew our leases, rental payments may significantly increase as a result of the high demand for the leased properties. Moreover, with the continuous expansion of our business, we may not be able to locate desirable alternative sites for our dental institutions. In such case, failure in selecting desirable alternatives and timely relocating our dental institutions concerned on commercially reasonable terms could adversely affect our operations and business expansion.

---

## RISK FACTORS

---

**We may not be able to adequately protect our intellectual property rights, which could weaken our competitive strengths and harm our brand image and business.**

We believe our trademarks, utility model patents and other intellectual property rights are important to our business operations and competitiveness. We are susceptible to third parties' infringement of intellectual property rights. There can be no assurance that third parties will not copy or otherwise obtain and use our intellectual property rights without our prior authorization. Our efforts to enforce or defend our intellectual property rights may not be adequate or effective. We may have to initiate legal proceedings to defend our intellectual property rights against any infringement by third parties, which may be both costly and time-consuming, causing diversion of our management's attention. Furthermore, we may face the outcome of legal actions that are less favorable to us. Any failure to effectively protect our intellectual property rights may adversely affect our business, financial condition, results of operations and prospects.

Moreover, other parties may register trademarks with features similar to our registered trademarks under certain circumstances, which may confuse our potential customers, medical professionals pursuing joining our dental service network and our business partners. Under such circumstances, the goodwill and value of our trademarks and the public perception of our brand image may be harmed. Any negative perception of our brand image could adversely impact our results of operations, financial condition and prospects.

**We may be subject to intellectual property rights infringement or misappropriation claims by third parties, which may force us to incur legal expenses and, if determined adversely against us, may materially disrupt our business and reputation.**

We may be subject to intellectual property rights infringement or misappropriation claims by third parties during our daily operations. In defending against third-party infringement or misappropriation claims, we may incur legal expenses and other resources, which would be both costly and time-consuming, resulting in the diversion of our management's attention, regardless of their merit. An adverse determination in any such litigation or proceedings to which we may become a party could subject us to liabilities to third parties, require us to seek consents or licenses from third parties, pay ongoing fees or royalties, or subject us to injunctions prohibiting the provision of relevant services. To the extent that such consents or licenses are not available on commercially acceptable terms to us or at all, we may be required to divert considerable time and resources to source alternative technologies or rebrand our services, or we may be forced to delay or suspend the relevant services.

---

## RISK FACTORS

---

We have entered into and may continue to enter into agreements in the future with third parties to get licenses in connection with various third-party intellectual property rights, including rights to use software and computer programs. Claims on infringement or misappropriation may arise from such agreements, such as the scope of the rights granted under the license agreements, the interpretation or application of the provisions under the agreements and the extent to which our use of intellectual property may infringe, misappropriate or otherwise violate intellectual property rights of the licensor. Such claims arising from intellectual property licensing agreements with third parties may damage our reputation and may in turn affect our business, financial conditions and results of operations.

**Preferential tax treatment and government grant we have enjoyed may change or discontinue, which may adversely affect our financial condition and results of operations.**

Our Company was entitled to a preferential EIT rate of 15% during the Track Record Period, as our Company is accredited as a “New High-tech Enterprise (高新技術企業)” in 2020 and such recognition was subsequently renewed in 2023. “New High-tech Enterprise” recognitions are subject to review by the relevant PRC tax authorities for every three years. We cannot assure you that our Company will be able to successfully renew it in the future. In addition, the majority of our subsidiaries were entitled to a preferential EIT rate of 20%, due to their relatively low annual taxable income under the government’s preferential income tax policies for micro- and small-sized enterprises. For details, see Note 10 to Accountants’ Report set out in Appendix I to this document. Such preferential tax treatment is effective until December 31, 2027 under the current policies.

The PRC government has also granted us various grant. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we recorded government grants of RMB1.1 million, RMB1.5 million, RMB0.5 million, RMB0.2 million and RMB0.5 million, respectively. Please see “Financial Information — Consolidated Statements of Profit or Loss and Other Comprehensive Income — Net Other Income and Gains or Losses.” These government grant have been given at the discretion of the local government authorities.

There is no assurance that we would continue to enjoy these preferential tax treatment or government grants at the historical levels, or at all. Any change, suspension or discontinuation of these preferential tax treatment and government grants to us could adversely affect our financial condition, results of operations and cash flows.

**Increasing focus with respect to environmental, social and corporate governance (the “ESG”) matters may impose additional costs on us or expose us to additional risks. Failure to keep up with the evolvement in social trend and policies relating to ESG matters may adversely affect our business, financial condition and results of operations.**

In recent years, public awareness of ESG has been increasing. Changes in social trends and policies associated with environmental protection, public health and other ESG issues may have growing influence on our business.

---

## RISK FACTORS

---

Our business is generally subject to PRC laws and regulations in relation to the environment and public health, such as the *Environmental Protection Law of the People’s Republic of China* (《中華人民共和國環境保護法》), *Environmental Impact Assessment Law of the People’s Republic of China* (《中華人民共和國環境影響評價法》), *Regulations on the Management of Medical Waste* (《醫療廢物管理條例》) and *Fire Prevention Law of the People’s Republic of China* (《中華人民共和國消防法》). The amendments and changes to the applicable PRC laws and regulations in relation to the environment and public health may cause additional compliance costs, which could cause an adverse impact on our business, results of operations and prospects.

Failure to comply with the applicable PRC laws and regulations relating to the environmental matters could result in administrative actions or penalties on us. As of the Latest Practicable Date, certain of our subsidiaries were still in the process of obtaining the Urban Sewage Drainage Network Discharge Permit (城鎮污水排入排水管網許可證). See “Business — Compliance and Legal Proceedings — Compliance — Failure to Obtain the Water Discharge Licenses for Some of Our Dental Institutions.” We cannot assure you that we will not be subject to the liabilities or penalties relating to the environment and public health in the future. Any of these actions or penalties may cause negative impact on our business, results of operations and financial condition.

Our business operations are also exposed to risks relating to occupational health, containment of infection transmission and fire safety. The dentists, other medical professionals and other staff practicing at our dental institutions may fail to deal with such risks timely and properly. Historically, certain of our subsidiaries failed to complete fire safety procedures. See “Business — Compliance and Legal Proceedings — Compliance — Failure to Complete Fire Safety Filing for Certain Properties.” According to the applicable PRC laws and regulations, for each property with defects in Fire Safety Filing after completion of construction acceptance, the relevant subsidiary may be ordered by the housing and urban-rural development departments of local governments to rectify and subject to administrative fines. We cannot assure you that we will not be subject to liabilities or penalties in connection with occupational health and safety in the future. Any of actions or penalties relating to our defects in occupational health and safety may cause negative impact on our business, results of operations and financial condition.

---

## RISK FACTORS

---

Meanwhile, with their growing attention on ESG matters, investor advocacy groups, certain institutional investors, investment funds, and other influential investors attach great importance on the ESG practices and the social influence of their investments. Any new ESG concern or change in social trends and political policies relating to ESG matters may increase our compliance costs, or require us to adjust our practices in a way that could adversely impact our results of operations. Failure to adapt to or comply with the evolving expectations and standards of ESG, regardless of whether there is a legal requirement to do so, could adversely affect our reputation, business operations and financial condition.

**Our dental institutions derive a portion of revenue from public medical insurance programs. Any failure to remain eligible for public medical insurance coverage, or any non-payment or delayed payment under public medical insurance programs could adversely affect our results of operations and financial position.**

Customers who are covered by the public medical insurance programs can choose to rely on public medical insurance programs to pay for dental services provided by Medical Insurance Designated Medical Institutions (醫保定點醫療機構) eligible for public medical insurance programs. Therefore, whether a dental institution is eligible for public medical insurance coverage could affect its acceptance among potential customers.

As of the Latest Practicable Date, 65 of our dental institutions in operation were Medical Insurance Designated Medical Institutions. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our settlement amount under the public medical insurance programs amounted to RMB24.2 million, RMB32.6 million, RMB39.5 million and RMB19.6 million, respectively. The specific percentage covered by public medical insurance programs may vary based on criteria including type of the insurance program, local practice, age of the customer and type of services involved. We cannot assure you that our dental institutions will be able to maintain their status as Medical Insurance Designated Medical Institutions, the loss of which may adversely affect our customer visits and publicity among customers. Reimbursement policies in medical insurance coverage plans may be subject to further changes in the future such that certain dental services may no longer be covered, or that more stringent thresholds on existing coverage may be implemented. Any reduction in the rates reimbursed by relevant medical insurance bureaus or the scope of services covered could adversely impact customers' intention to visit our dental institutions, which may adversely affect our business operations and financial condition. Meanwhile, violation of the regulatory requirements relevant to medical insurance may result in penalties against the non-compliant dental institutions. Any failure to comply with the relevant regulatory requirements on Medical Insurance Designated Medical Institutions may expose us to penalties. Moreover, any delayed or delinquent settlement under the public medical insurance programs could increase our trade receivables or result in write-offs.

---

## RISK FACTORS

---

**We rely upon the continuing efforts of our senior management team and other key personnel. Any failure to attract, motivate and retain them could severely hinder our ability to maintain and grow our business.**

The collaborative, devoted and diligent efforts of our senior management team and other key personnel have contributed to our success over the years. We have been, and expect to continue to be, heavily dependent on the continued services of our senior management team and other key personnel, some of whom have been with us since our inception. In particular, we rely on the outstanding efforts, experience and expertise of our executive Directors. We also rely on other key members of our senior management team. Accordingly, our ability to attract and retain key personnel is a critical factor in our competitiveness. Following the general industry practice, we do not maintain key person insurance. If we lose the services of one or more of our key personnel, we may not be able to find suitable or qualified replacements timely or at all and may incur additional expenses to recruit and train new personnel. Consequently, our business could be severely disrupted, the implementation of our business strategies could be delayed, and our financial condition and results of operations could be materially and adversely affected. Moreover, if any member of our key personnel joins a competitor or establishes a competing business, we may lose know-how, trade secrets, customers, other key medical professionals and staff.

Competition for competent candidates in the industry is intense and the pool of competent candidates is relatively limited, which could cause us to offer higher compensation and other benefits in order to attract and retain them, and in turn, materially and adversely affect our financial condition and results of operations. If our recruitment and retention efforts are unsuccessful in the future, our business prospects could be adversely affected.

**There is no assurance that we will be able to successfully enforce the non-competition undertakings signed by the dentists who are minority shareholders of our dental institutions.**

Restrictive covenants are enforceable only when the contractual terms restricting a contracting party's activities during or after the termination of his/her agreement are reasonable in all circumstances to protect the legitimate business interests of the other contracting party, pursuant to the applicable PRC laws and regulations. Despite the fact that dentists who are minority shareholders of our dental institutions signed non-competition undertakings to us, there can be no assurance that they will not, upon termination of their respective collaboration with us, engage in business activities that compete with our business in Central China, especially in Hubei province. If such dentists engage in competing business activities in regions where we operate, there can be no assurance that we will be able to successfully enforce such non-competition undertakings in a timely and effective manner, or at all. If such dentists engage in competing business activities in regions where we operate and we fail to enforce the relevant non-competition undertakings, we may experience customer loss and our business, results of operations and financial condition may be materially and adversely affected.

---

## RISK FACTORS

---

**We and/or the dentists, other medical professionals, administrators and other staff of our dental institutions could be subject to investigations or administrative or criminal penalties in relation to anti-corruption, which may harm our brand image and reputation and materially and adversely affect our business, financial condition and results of operations.**

Market participants in the healthcare services industry are exposed to increasing risks of violating anti-corruption laws, regulations and rules. The government authorities have been increasing their anti-bribery efforts to control and diminish improper payments and other illegal benefits received by medical professionals, administrators and other staff relating to the purchase of devices and pharmaceuticals and the provision of healthcare services. As a dental services provider, we have adopted multiple policies and procedures designed to ensure that the dentists, other medical professionals, administrators and other staff practicing at our dental institutions comply with the anti-corruption and anti-bribery laws, regulations and rules in China.

However, there can be no assurance that policies and procedures designed and adopted by us in relation to anti-corruption and anti-bribery will always effectively and entirely prevent non-compliance with the relevant laws, regulations and rules. The occurrence of any corruption activities by any individual dentists, other medical professionals, administrators and other staff practicing at our dental institutions may subject us to thorough investigations and administrative or criminal penalties. Our brand image and reputation could be harmed by any negative publicity stemming from incidents in relation to suspected corruption or bribery, which may materially and adversely affect our business, financial condition and results of operations.

**If we fail to maintain adequate internal controls, or fail to identify defects in internal control performance of acquisition targets, we may not be able to effectively manage our business and may experience errors or information lapses affecting our business.**

We have established our internal control and risk management system to monitor and mitigate risks arising from our daily business operations and improve our corporate governance. See “Business — Internal Control and Risk Management” for details on our internal control measures and performance.

As we will continuously develop our business and expand our dental service network, we have to constantly optimize our financial and managerial measures, internal reporting procedures and other internal measures to enhance the effectiveness of internal control and risk management system and ensure compliance with applicable PRC laws and regulations. The performance of our internal control and risk management depends on the implementation of our internal control measures by our management and other staff. There can be no assurance that such implementation will not involve any misinterpretation of internal control measures or inconsistencies among different dental institutions in different cities within our dental service network. Such misinterpretation of internal control measures and inconsistencies of implementation could materially and adversely affect the results of our internal control and business operations.



---

## RISK FACTORS

---

There can be no assurance that we can always keep our internal control system being effective and efficient in the future. If we fail to timely identify new risks and uncertainties and adapt our internal control measures and procedures in pace with our business expansion, relevant measures and procedures may become ineffective, which may cause errors and information lapses and materially and adversely affect our ability to manage our business growth. In addition, we may experience difficulties in timely identify defects in internal control performance of acquisition targets during our evaluation before acquisition. Besides, any failure to discover and tackle the potential weaknesses in our internal control and risk management system, especially failure to discover and tackle internal control weaknesses in our acquired dental institutions, could materially and adversely affect the effectiveness of our internal control, which may materially and adversely affect our business operations and financial performance.

### **Our Controlling Shareholders have substantial control over our Company and their interests may not be aligned with the interests of the other Shareholders.**

Prior to and immediately following the completion of the [REDACTED], our Controlling Shareholders will retain substantial control over our Company. Subject to our Articles of Association and the PRC Company Law, our Controlling Shareholders will be able to exercise significant control and impose material influence over our business operations or otherwise on matters that are significant to us and other Shareholders by voting at the general meetings of the Shareholders and at Board meetings.

However, the interests of our Controlling Shareholders may not always in line with the interests of other Shareholders. Our Controlling Shareholders are free to exercise their votes based on their own intentions and interests, except for limited matters that they shall abstain from voting. To the extent that the interests of the Controlling Shareholders conflict with the interests of other Shareholders, the interests of other Shareholders can be disadvantaged and harmed.

### **RISKS RELATING TO DOING BUSINESS IN THE JURISDICTION WHERE WE OPERATE**

#### **Changes in the economic, political, social or regulatory conditions could have a material effect on our business and prospects.**

All of our assets, businesses and operations are located in the PRC and we generate all of our revenue from the PRC. As a consequence, our business, financial condition and results of operations are significantly subject to the economic, political, social and regulatory environment in the PRC. The PRC government regulates the economy and the industries by regulating the macroeconomy through fiscal and monetary policies and imposing industrial policies. In the past few decades, the PRC government has spent dedicated efforts to promote market economy and encourage the establishment of sound corporate governance in business entities.

The performance of Chinese dental services providers has been and will continue to be affected by the Chinese economy, which in turn is influenced by the global economy. The uncertainties relating to the global economy as well as the political environment in various regions of the world will continue to impact the economic growth in the PRC.

We are unable to predict all the risks that we face as a result of the current global economic, political, social and regulatory developments and many of these risks are beyond our control. All such factors could have a material impact on our business and financial performance and our prospects.

---

## RISK FACTORS

---

### **Failure to respond to developments in the legal system may subject our business and financial performance to risks.**

We conduct our business in the PRC, which are governed by the PRC laws and regulations. Some of the current laws and regulations are relatively new and may be amended from time to time in the future, which may cause impacts on our judgment on the relevance of legal requirements and the value of your investment.

Meanwhile, the PRC legal system, which is based on written statutes, continues to evolve in response to changing economic and other conditions. Some enforcement policies, including those regulating healthcare services industry, also evolve continuously with the development of social and economic environment in China. Any enforcement actions against us could have a material adverse impact on us. Any litigation or enforcement proceedings may result in substantial cost and diversion of management attention and other resources, negative publicity, and damage to reputation. We are required to constantly keep ourselves up-to-date on the latest laws, regulations, rules and policies applicable to us. However, we may not be aware of violation of the newly promulgated or amended laws, regulations, rules and policies until such violation has occurred.

### **You may experience difficulties in effecting service of the legal process upon us and our management and seeking recognition and enforcement of judgments against them across jurisdictions.**

The legal systems across different jurisdictions vary significantly and the effecting service of legal process and the process of recognizing and enforcing any judgments may be different across jurisdictions. Therefore, you may experience difficulties in effecting service of the legal process upon us and our management and seeking recognition and enforcement of judgments against them across jurisdictions.

Effecting service of legal process and the process of recognizing and enforcing any judgments are subject to treaties or arrangements providing for the recognition and enforcement of judgments made by courts of other jurisdictions. As a consequence, investors may experience difficulties to effect service of process and/or recognize and enforce any judgments for disputes brought in other jurisdictions. As a company incorporated under the laws of the PRC, all of our assets are located in the PRC. Almost all of our Directors, Supervisors and senior management reside within the PRC, and the assets of our Directors, Supervisors and senior management are likely to be located within China. As a result, it may be difficult for you to effect service of process within Hong Kong, the United States or elsewhere outside the PRC upon us or our Directors, Supervisors and senior management, or to bring an action in Hong Kong against us or these individuals. In addition, the PRC has not entered into treaties with certain other jurisdictions that provide for the reciprocal recognition and enforcement of judicial rulings and awards.

---

## RISK FACTORS

---

An original action may only be brought in the PRC against us or our Directors, Supervisors and senior management if the actions are not required to be arbitrated by the PRC laws and upon satisfaction of the conditions for commencing a cause of action pursuant to the civil procedure laws in the PRC. As a result of the conditions set forth in such laws, there remain uncertainties as to whether investors will be able to bring an original action in the PRC in this manner.

**Government's regulations on foreign currency conversion may affect our foreign exchange transactions. Fluctuations in exchange rates could result in foreign currency exchange losses.**

We expect that our revenue will be denominated in Renminbi and a portion of our revenue may be converted into other currencies in order to meet our foreign currency obligations. For example, we need to obtain foreign currency to make payments of declared dividends, if any, on our H Shares.

Under the existing PRC laws and regulations on foreign exchange, following the completion of the [REDACTED], we will be able to make dividend payments in foreign currencies by complying with certain procedural requirements and without prior approval from the SAFE. However, in the future, the PRC government may take measures to regulate access to foreign currencies for capital account and current account transactions under certain circumstances. As a result, we may not be able to pay dividends in foreign currencies to the holders of our H Shares.

In addition, the changes in domestic and international political, economic conditions and monetary policies as well as other factors beyond our control could cause fluctuations in the exchange rate of Renminbi against Hong Kong dollar, U.S. dollar and other foreign currencies. There can be no assurance that our business, financial condition and results of operations would not be adversely affected by the fluctuation in exchange rates in the future. The [REDACTED] from the [REDACTED] will be received in Hong Kong dollars. As a result, any appreciation of the Renminbi against the U.S. dollar, the Hong Kong dollar or any other foreign currencies may result in the decrease in the value of our [REDACTED] from the [REDACTED]. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, our H Shares in foreign currency. There are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs.

Any of these factors could materially and adversely affect our business, financial condition, results of operations and prospects, and could reduce the value of, and dividends payable on, our H Shares in foreign currency terms.

---

## RISK FACTORS

---

**We rely on dividends paid by our subsidiaries for our cash needs, and regulations of the PRC laws on the ability of our PRC subsidiaries to distribute dividends to us could adversely affect our ability to utilize such funds.**

Under the applicable PRC laws and regulations, dividends may be paid only out of distributable profits. Distributable profits are our net profit as determined under the PRC GAAP or the IFRS, whichever is lower, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. Therefore, we may not have sufficient or any distributable profit to make dividend distributions to our Shareholders in the future, including periods for which our financial statements indicate that our operations have been profitable. Any distributable profits that are not distributed in a given year are retained and available for distribution in the subsequent years. Moreover, as the calculation of distributable profits under the PRC GAAP is different from the calculation under the IFRS in certain respects, our subsidiaries may not have distributable profits as determined under the PRC GAAP, even if they have profits for that year as determined under the IFRS, or *vice versa*. Accordingly, we may not receive sufficient distributions from our subsidiaries. Failure by our subsidiaries to pay dividends to us could adversely impact our cash flow and our ability to make dividend distributions to our Shareholders in the future, including those periods when our financial statements indicate that our operations have been profitable.

**Investors of our H Shares may become subject to PRC taxation on dividends received from us and gains from the disposition of our H Shares.**

Individual holders of H Shares who are not residents of mainland China and whose names appear on the register of members of H Shares (the “**Non-PRC Resident Individual Holders**”), are subject to PRC individual income tax on dividends received from us.

Pursuant to the *Circular on Questions Concerning the Collection of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045* (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) issued by the STA on June 28, 2011, the tax rate applicable to dividends paid to Non-PRC Resident Individual Holders of H Shares varies from 5% to 20% (usually 10%), depending on whether there is any applicable tax treaty between the PRC and the jurisdiction in which the Non-PRC Resident Individual Holder of H Shares resides, as well as the tax arrangement between the PRC and Hong Kong. Non-PRC Resident Individual Holders who reside in jurisdictions that have not entered into tax treaties with the PRC are subject to a 20% withholding tax on dividends received from us. Meanwhile, under the *Individual Income Tax Law of the PRC* (《中華人民共和國個人所得稅法》) and its implementation regulations, Non-PRC Resident Individual Holders of H Shares are subject to individual income tax at a rate of 20% on gains realized upon the sale or other disposition of H Shares.

However, pursuant to the *Circular Declaring that Individual Income Tax Continues to be Exempted over Income of Individuals from Transfer of Shares* (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) issued by the MOF and the STA on March 30, 1998, gains of individuals derived from the transfer of listed shares of enterprises may be exempt from

---

## RISK FACTORS

---

individual income tax. Any collection of such tax in the future may materially and adversely affect the value of such individual holders' investments in H Shares. Under the EIT Law and its implementation regulations, a non-PRC resident enterprise is generally subject to enterprise income tax at a rate of 10% with respect to its PRC-sourced income, including dividends received from a PRC company and gains derived from the disposition of equity interests in a PRC company. This rate may be reduced under any special arrangement or applicable treaty between the PRC and the jurisdiction in which the non-PRC resident enterprise resides. Pursuant to the *Circular on Questions Concerning Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in the PRC to Non-resident Enterprises Holding H-shares of the Enterprises* (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) promulgated by the STA on November 6, 2008, we intend to withhold tax at 10% from dividends payable to non-PRC resident enterprise holders of H Shares (including [REDACTED]). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty or arrangement will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the approval from the PRC tax authorities.

The application of applicable PRC tax laws and regulations by the PRC tax authorities are still evolving, including whether and how enterprise income tax on gains derived upon the sale or other disposition of H Shares will be collected from non-PRC resident enterprise holders of H Shares. If such tax is collected in the future, the value of such non-PRC resident enterprise holders' investments in H Shares may be adversely affected.

### RISKS RELATING TO THE [REDACTED]

**There has been no prior public market for our H Shares, and the liquidity and market price of our H Shares following the [REDACTED] may be volatile.**

No public market currently exists for our H Shares. The initial [REDACTED] for our H Shares to the public will be the result of negotiations between our Company and the [REDACTED] (on behalf of the [REDACTED]), and the [REDACTED] may differ significantly from the market price of the H Shares following the [REDACTED].

We have applied to the Hong Kong Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, the H Shares. A [REDACTED] on the Hong Kong Stock Exchange, however, does not guarantee that an active and liquid [REDACTED] market for the H Shares will develop, or if it does develop, that it will be sustained following the [REDACTED], or that the market price of the H Shares will not decline following the [REDACTED].

## RISK FACTORS

---

Moreover, the [REDACTED] price and [REDACTED] volume of the H Shares may be subject to significant volatility as a result of various factors beyond our control, including:

- developments in the global healthcare market, especially the healthcare services industry in China;
- unexpected business interruptions resulting from natural disasters or outbreaks of pandemic;
- developments in laws and regulations in regions where we operate;
- political, economic, financial and social developments in regions where we operate and in the global economy;
- investors' perception of us and of the investment environment in regions where we operate;
- variations in our operating results;
- changes in financial estimates by securities analysts;
- announcements made by us or our competitors;
- changes in pricing made by us or our competitors;
- acquisitions by us or our competitors;
- the depth and liquidity of the market for our H Shares;
- additions to or departures of, our executive directors and other members of our senior management; and
- release or expiry of lock-up or other transfer restrictions on our H Shares.

It is possible that our H Shares may be subject to changes in price not directly related to our performance and as a result, investors in our H Shares may suffer substantial losses.

---

## RISK FACTORS

---

**Future sales or perceived sales of substantial amounts of our securities in the public market could have a material and adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholdings.**

Future sale of substantial amounts of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new H Shares or other securities relating to our H Shares, or the perception that such sales or issuances may occur could all cause a decrease in the market price of our H Shares.

Future sales, or perceived sales, of substantial amounts of our securities or other securities relating to our H Shares, including part of any future [REDACTED], could also materially and adversely affect the prevailing market price of our H Shares and our ability to raise capital in the future at a time and at a price which we deem appropriate.

**Any possible conversion of Unlisted Shares into H Shares could increase the supply of H Shares in the market, which may negatively impact the market price of H Shares.**

Pursuant to the stipulations by the State Council's securities regulatory authority and the Articles of Association, our Unlisted Shares may be converted into H Shares and such converted H Shares may be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that prior to the conversion and [REDACTED] of such converted shares, the requisite internal approval processes (but without the necessity of Shareholders' approval) have been duly completed and the filing with the CSRC has been duly completed.

Moreover, such conversion, [REDACTED] and [REDACTED] must comply with the regulations prescribed by the State Council's securities regulatory authorities and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. We can apply for the [REDACTED] of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of shares for entry on the [REDACTED]. This could cause an increase in the supply of H Shares in the market, and future sales, or perceived sales, of the converted H Shares may adversely affect the [REDACTED] of H Shares.

**As the [REDACTED] of our H Shares is higher than the consolidated net tangible assets per Share immediately prior to the [REDACTED], purchasers of our H Shares in the [REDACTED] may experience an immediate dilution.**

Our existing Shareholders will receive an increase in the pro forma adjusted consolidated net tangible asset value per Share of their H Shares. In addition, purchasers of our H Shares may experience further dilution of their shareholdings if we issue additional H Shares pursuant to the exercise of the [REDACTED].

---

## RISK FACTORS

---

There can be no assurance that if we were to immediately liquidate after the [REDACTED], any assets will be distributed to Shareholders after the creditors’ claims. To expand our business, we may consider [REDACTED] and issuing additional H Shares in the future. Purchasers of the [REDACTED] may experience dilution in the net tangible assets value per Share of their H Shares if we issue additional H Shares in the future at a price which is lower than the net tangible assets value per Share at that time.

**We may not pay any dividends on our H Shares.**

We cannot guarantee when and in what form dividends will be paid on our H Shares following the [REDACTED]. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, including without limitation, our business and financial performance, capital and regulatory requirements, general business conditions and other factors that our Directors consider relevant. We may not have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future. See “Financial Information — Dividends.”

**We have significant discretion as to how we will use the [REDACTED] of the [REDACTED], and you may not necessarily agree with how we use them.**

Our management may use the [REDACTED] from the [REDACTED] in ways that you may not agree with or that do not yield favorable returns for our Shareholders. For details of our intended use of [REDACTED] from the [REDACTED], see “Future Plans and Use of [REDACTED].”

Our management have the discretion as to the actual utilization of the [REDACTED] within the scope of disclosed usage schedule. You are entrusting your funds to our management, upon whose judgment you must depend for the specific usage we will make of the [REDACTED] from the [REDACTED].

**Certain facts, forecasts and statistics contained in this document are derived from various official sources and may not be complete or up to date.**

We have derived certain facts and other statistics in this document, particularly the section headed “Industry Overview,” from information provided by the PRC government, industry associations and/or other publicly available sources we generally believe to be reliable, as well as a report prepared by Frost & Sullivan that we commissioned. Although we have taken reasonable care in searching, extracting and reproducing such information, such information has not been prepared or independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED] or any of our or their respective affiliates or advisors. Therefore, we cannot assure you as to the reliability and completeness of such facts and statistics, which may not be consistent with information compiled from other sources.



---

## RISK FACTORS

---

Due to the possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other factors beyond our control, the statistics derived from official sources contained in this document may not be comparable with statistics produced for other economies, and you should not place undue reliance on them. Furthermore, we cannot assure you that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. Therefore, you should consider carefully how much weight or importance you should attach to or place on such information or statistics.

**Forward-looking statements contained in this document are subject to risks and uncertainties.**

This document contains forward-looking statements with respect to our competitive positions, business strategies, operating efficiencies and future growth opportunities for existing operations, plans and objectives of management, certain pro forma information and other matters. The words "potential," "continue," "expect," "plan," "seek," "intend," "anticipate," "believe," "could," "may," "will," "would," "should" and the negative of these terms and other similar expressions identify a number of these forward-looking statements.

These forward-looking statements, including, among others, those relating to our future business forecasts and prospects, capital expenditure, cash flows, working capital, liquidity and capital resources are necessary estimates reflecting the best judgment of our Directors, Supervisors and management, which involve a number of risks and uncertainties that could cause actual results to materially differ from those mentioned in the forward-looking statements. As a result, these forward-looking statements should be considered in light of various important factors, including those set out in "Risk Factors" in this document. Therefore, such statements are not a guarantee of future performance, and you should not place undue reliance on any forward-looking information in this document.

All forward-looking statements in this document are qualified by reference to this cautionary statement.

**If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations, the market price and [REDACTED] may decline.**

The [REDACTED] for our Shares will be influenced by research or reports that industry or securities analysts publish about us or our business. If one or more analysts who cover us downgrade our H Shares or publish negative opinions about us, the market price for our H Shares would likely decline regardless of the accuracy of the information. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause a decline in the [REDACTED] or [REDACTED] of our H Shares.

## **RISK FACTORS**

---

**You should read the entire document carefully and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us or the [REDACTED].**

We strongly caution you to read the entire document carefully, instead of relying on any information contained in press articles or other media regarding us or the [REDACTED]. Prior to the publication of this document, there may have been press and media coverage regarding us and the [REDACTED]. Such press and media coverage may include references to certain information that does not appear in this document, including certain operational and financial information, as well as projections, valuations and other information. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication. No representation as to the appropriateness, accuracy, reliability or completeness of any such information or publication has been made by us. To the extent that any such information is inconsistent or conflicts with the information contained in this document, we disclaim responsibility for it, and you should not rely on such information.

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

In preparation for the [REDACTED], our Company has applied for the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemption from strict compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

**WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG**

Pursuant to Rule 8.12 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Stock Exchange.

In addition, the Guide for New Listing Applicants provides that the listing applicant should normally have the following arrangements for maintaining regular communication with the Stock Exchange for the purpose of its granting waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules: (a) the authorized representatives of the listing applicant will act as the principal channel of communication with the Stock Exchange; (b) the authorized representatives of the listing applicant should have means for contacting all its directors promptly at all times as and when the Stock Exchange wishes to contact the directors on any matters; (c) each director of the listing applicant who is not ordinarily resident in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period; (d) the compliance advisor(s) of the listing applicant will act as an additional channel of communication with the Stock Exchange; and (e) each director of the listing applicant will provide their respective mobile phone numbers, office phone numbers, email addresses and fax numbers to the Stock Exchange.

Since substantially all of the business operations of our Group are managed and conducted outside of Hong Kong, and all of our executive Directors ordinarily reside in the PRC, we do not have, and for the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rules 8.12 and 19A.15 of the Listing Rules. The Directors consider that either by means of relocation of our existing executive Directors or appointment of additional executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company or the Shareholders as a whole. Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules subject to the following conditions to maintain regular and effective communication between the Stock Exchange and us:

- (i) we have appointed Ms. Liu Hongchan, one of our executive Directors, and Ms. Pau So Yi, one of our joint company secretaries who is ordinarily resident in Hong Kong, as our authorized representatives (“**Authorized Representatives**”) for the purpose of Rule 3.05 of the Listing Rules to serve as our principal channel of communication

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

with the Stock Exchange. We have provided the Stock Exchange with their contact details, and they will be available to meet with the Stock Exchange to discuss any matters within a reasonable period of time upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email;

- (ii) as and when the Stock Exchange wishes to contact our Directors on any matters, each of our Authorized Representatives will have means to contact all of our Directors (including our independent non-executive Directors) promptly at all times. We will implement measures such that (i) each Director must provide his or her mobile phone number, office phone number, facsimile number and email address to our Authorized Representatives and the Stock Exchange; and (ii) in the event that a Director expects to travel or otherwise be out of office, he or she will provide the phone number of the place of his or her accommodation to our Authorized Representatives;
- (iii) we have provided the Stock Exchange with the contact details of each Director to facilitate communication with the Stock Exchange. Furthermore, each Director who is not an ordinary resident in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period of time, if required;
- (iv) we have appointed Haitong International Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules, which will act as our additional and alternative channel of communication with the Stock Exchange during the period from the [REDACTED] to the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year immediately after the [REDACTED], and its representative(s) will be fully available to answer enquiries from the Stock Exchange. The compliance advisor will advise our Company on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after the [REDACTED], and will at all times have access to our Authorized Representatives, our Directors and the other senior management of our Company to ensure that the compliance advisor is in a position to provide prompt responses to any queries or requests from the Stock Exchange in respect of our Company; and
- (v) any meeting between the Stock Exchange and our Directors will be arranged through our Authorized Representatives or compliance advisor or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange promptly in respect of any changes in our Authorized Representatives and compliance advisor.

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

**WAIVER IN RELATION TO JOINT COMPANY SECRETARIES**

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, our company secretary must be an individual who by virtue of his or her academic or professional qualifications or relevant experience is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Note 1 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (i) a member of The Hong Kong Chartered Governance Institute;
- (ii) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); or
- (iii) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing "relevant experience," the Stock Exchange will consider the individual's:

- (i) length of employment with the listing applicant and other issuers and the roles he/she played;
- (ii) familiarity with the Listing Rules and other relevant law and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, and the Takeovers Code;
- (iii) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

In addition, the Guide for New Listing Applicants provides that the waiver from strict compliance with Rule 3.28 of the Listing Rules, if granted, will be for a fixed period of time and on the following conditions: (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the waiver period; and (b) the waiver will be revoked if there are material breaches of the Listing Rules by the Company.

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

We have appointed Ms. Xu Liman (“**Ms. Xu**”) as one of the joint company secretaries on November 22, 2024. Ms. Xu joined our Group as the general management officer of our Company in March 2023, primarily responsible for overall coordination and execution of corporate governance and company secretarial matters of our Group. Ms. Xu has accumulated abundant knowledge about the business operations and governance of corporations with a strong recognition of the corporate culture of our Group. By virtue of her position and familiarity with our Group, Ms. Xu has worked closely with our Directors and thus possessed a thorough understanding of matters concerning the Board and its operations. As such, our Directors believe that Ms. Xu is a suitable person to act as the company secretary of our Company.

However, Ms. Xu does not possess the specified qualifications strictly required by Rule 3.28 and Rule 8.17 of the Listing Rules. As a result, we have appointed Ms. Pau So Yi (“**Ms. Pau**”), who meets the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules, to act as the other joint company secretary. For details of Ms. Xu’s and Ms. Pau’s biographies, see “Directors, Supervisors and Senior Management.”

Over the initial period of three years from the [REDACTED], we will implement the following measures to assist Ms. Xu to satisfy the requisite qualifications as prescribed in Rules 3.28 and 8.17 of the Listing Rules:

- (i) Ms. Pau will assist Ms. Xu to enable her to discharge her duties and responsibilities as a joint company secretary of our Company. Given Ms. Pau’s relevant experiences, she will be able to advise both Ms. Xu and us on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong;
- (ii) Ms. Xu will be assisted by Ms. Pau for an initial period of three years commencing from the [REDACTED], which should be sufficient for her to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules;
- (iii) we will ensure that Ms. Xu has access to the relevant trainings and support to enable her to familiarize herself with the Listing Rules and the duties required of a company secretary of a Hong Kong [REDACTED] company, and Ms. Xu has undertaken to attend such trainings;
- (iv) Ms. Pau will communicate with Ms. Xu on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to our operations and affairs. Ms. Pau will work closely with and provide assistance to Ms. Xu for her to discharge her duties and responsibilities as a company secretary, including but not limited to organizing the Board meetings and Shareholders’ meetings; and

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

- (v) pursuant to Rule 3.29 of the Listing Rules, Ms. Xu and Ms. Pau will also attend in each financial year no less than 15 hours of relevant professional training courses to familiarize themselves with the requirements of the Listing Rules and other legal and regulatory requirements of Hong Kong. Both Ms. Xu and Ms. Pau will be advised by our legal advisors as to Hong Kong law and our compliance advisor as and when appropriate and required.

Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules, for an initial period of three years from the [REDACTED], in accordance with the Guide for New Listing Applicants on the conditions that (i) Ms. Pau is engaged as a joint company secretary and provides assistance to Ms. Xu during this period; and (ii) the waiver will be revoked if Ms. Pau, during the three-year waiver period, ceases to provide assistance to Ms. Xu, or if there are material breaches of the Listing Rules by our Company. Prior to the expiry of the initial three-year period, we will conduct a further evaluation of the qualification and experience of Ms. Xu to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied, and we will liaise with the Stock Exchange to assess whether Ms. Xu, having had the benefit of Ms. Pau's assistance for three years, would have acquired the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules and there is no need to further apply for a waiver.

**WAIVER IN RELATION TO RULE 4.04(1) OF THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH PARAGRAPH 27 OF PART I AND PARAGRAPH 31 OF PART II OF THE THIRD SCHEDULE TO THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

Pursuant to Rule 4.04(1) of the Listing Rules, the Accountants' Report contained in this document must include, inter alia, the results of our Company in respect of each of the three financial years immediately preceding the issue of this document or such shorter period as may be acceptable to the Stock Exchange.

Pursuant to section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, all prospectuses shall include the matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and set out the reports specified in Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Pursuant to paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a statement as to the gross trading income or sales turnover (as the case may be) of our Company during each of the three financial years immediately preceding the issue of this document as well as an explanation of the method used for the computation of such income or turnover and a reasonable breakdown of the more important trading activities.

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

Pursuant to paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a report by our Company's auditor with respect to profits and losses in respect of each of the three financial years immediately preceding the issue of the document and assets and liabilities of our Company at the last date to which the financial statements of our Company were prepared.

Pursuant to section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interests of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or is otherwise unnecessary or inappropriate.

In addition, the Guide for New Listing Applicants provides that the conditions that the Stock Exchange would ordinarily expect for granting a waiver from Rule 4.04(1) of the Listing Rules are as follows: (i) our Company must [REDACTED] on the Stock Exchange within three months after the latest year end; (ii) our Company must obtain a certificate of exemption from the SFC on compliance with section 342(1) of and paragraphs 27 and 31 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and (iii) in the case that our Company issues its [REDACTED] in the third month after the latest financial year end: this document must include the financial information for the latest financial year and a commentary on the results for that financial year. The financial information to be included in this document must (a) follow the same content requirements as for a preliminary results announcement under Rule 13.49 of the Listing Rules; and (b) be agreed with the Reporting Accountants following their review under Practice Note 730 "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants.

The Accountants' Report for each of the three years ended December 31, 2021, 2022 and 2023 and [the nine months ended September 30, 2024] is set out in Appendix I to this document, but it does not include the financial results of our Company in respect of the full year immediately preceding the proposed date of issue of this document, being the full year ended December 31, 2024.



---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

Accordingly, we have applied to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules and to the SFC for a certificate of exemption from strict compliance with the requirements under section 342(1)(b) in respect of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, as the waiver and exemption will not prejudice the interests of the investing public and strict compliance with all of the above requirements would be unduly burdensome, as detailed below:

- (a) there would not be sufficient time for our Group and the Reporting Accountants of our Company to finalize our audited financial statements for the year ended December 31, 2024 for inclusion in this document, which shall be issued on or before [REDACTED]. If the financial statements are required to be audited up to December 31, 2024, our Company and the Reporting Accountants would have to undertake a substantial amount of work to prepare, update and finalize the Accountants' Report and this document and the relevant sections of this document will need to be updated to cover such additional period. This would involve additional time and costs since a substantial amount of work is required to be carried out for audit purposes. It would be unduly burdensome for the audited results for the year ended December 31, 2024 to be finalized within a short period of time. Our Directors consider that the benefits of such work to the potential investors of our Company may not justify the additional work and expenses involved and the delay of the [REDACTED] timetable, given that, up to the date of this document, there has been no material adverse change in the financial and trading position or prospects of our Group since [September 30, 2024], being the last day of the period to be reported on by the Reporting Accountants;
  
- (b) our Company [has included] in this document (i) the Accountants' Report covering the three years ended December 31, 2023 and [the nine months ended September 30, 2024], (ii) the unaudited preliminary financial information of our Group for the year ended December 31, 2024, which [has been] agreed with our Reporting Accountants, Ernst & Young, following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants, and a commentary on the results for the year, and such disclosure is no less than the content requirements for a preliminary results announcement under Rule 13.49 of the Listing Rules, and (iii) the information regarding the recent development of our Group subsequent to the Track Record Period and up to the date of this document. As such, our Company is of the view that all material information has already provided potential investors with adequate and reasonably up-to-date information in the circumstances to form a view on the track record and earnings trend of our Group, and all material information that is necessary for the potential investors to make an informed assessment of the activities, assets and liabilities, financial position, trading position, management and prospects of our Company has been included in this document;

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

- (c) our Directors, and the Sole Sponsor after performing sufficient due diligence, [confirmed] that, up to the date of this document, there has been no material adverse change in the financial and trading positions or prospects of our Group since [September 30, 2024] and there has been no event since [September 30, 2024] which would materially affect the information shown in the Accountants’ Report, the unaudited preliminary financial information of our Group for the year ended December 31, 2024 as set out in “Appendix IIB — Unaudited Preliminary Financial Information for the Year Ended December 31, 2024,” the section headed “Financial Information” in this document and other parts of this document;
- (d) our Company’s legal advisors as to the PRC laws have confirmed that we are not required by PRC laws, other regulatory requirements or our Articles to publish, in the PRC or elsewhere, annual results announcements for the year ended December 31, 2024. Pursuant to the Note to Rule 13.49(1) of the Listing Rules, our Company will publish an announcement after [REDACTED] and no later than [REDACTED] stating that the relevant financial information has been included in this document; and
- (e) our Company will comply with the requirements under Rule 13.46(2) of the Listing Rules in respect of publication of its annual report within the time prescribed. Our Company currently expects to issue its annual report for the year ended December 31, 2024 on or before April 30, 2025. In this regard, our Directors consider that our Shareholders, the [REDACTED] as well as potential investors of our Company will be kept informed of the financial results of our Group for the year ended December 31, 2024.

In such circumstances, an application has been made to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules, and such waiver [has been granted] by the Stock Exchange on the conditions that:

- (a) this document will be issued on or before [REDACTED] and our Company will be [REDACTED] on the Stock Exchange on or before [REDACTED] (i.e., within three months after the end of our Company’s latest financial year immediately preceding the issue of this document);
- (b) this document will include the preliminary unaudited financial information for the year ended December 31, 2024 and a commentary on the results for the year. The financial information to be included in this document must (i) follow the same content requirements as for a preliminary results announcement under Rule 13.49 of the Listing Rules; and (ii) be agreed with the Reporting Accountants following their work under Practice Note 730 (Revised) “Guidance for Auditors Regarding Preliminary Announcements of Annual Results” issued by the Hong Kong Institute of Certified Public Accountants;

---

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND  
EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES  
(WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

---

- (c) our Company obtains a certificate of exemption from the SFC from strict compliance with the requirements under section 342(1)(b) in respect of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and
  
- (d) our Company will not be in breach of our constitutional documents or laws and regulations of the PRC, where our Company is incorporated, or other regulatory requirements regarding our obligation to publish preliminary results announcements.

An application has also been made to the SFC for a certificate of exemption from strict compliance with the requirements under section 342(1)(b) in respect of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and a certificate of exemption [has been granted] by the SFC under section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that (i) the particulars of the exemption will be set out in this document; (ii) this document will be issued on or before [REDACTED]; and (iii) our Company will be [REDACTED] on the Stock Exchange on or before [REDACTED] (i.e. within three months after the end of our Company's latest financial year immediately preceding the issue of this document).

**INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]**

---

[REDACTED]

**INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]**

---

[REDACTED]

**INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]**

---

[REDACTED]

**INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]**

---

[REDACTED]

**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

**DIRECTORS**

<b>Name</b>	<b>Address</b>	<b>Nationality</b>
<b>Executive Directors</b>		
Mr. Yao Xue (姚雪)	Room 4, 11/F, Unit 1, Building 2 Zhongkanyuan Community 18 Zhongnan Road Wuchang District, Wuhan Hubei Province PRC	Chinese
Ms. Shen Hongmin (沈洪敏)	Room 3G, 22/F, Block A Guangyuan Building No. 76 Donghu Road Wuchang District, Wuhan Hubei Province PRC	Chinese
Mr. Guo Jiaping (郭家平)	Room 302, 3/F, Unit 1, Building 6 No. 273 Ruian Street Hongshan District, Wuhan Hubei Province PRC	Chinese
Ms. Liu Hongchan (劉紅嬋)	Room 7, No. 012 Kangxin Garden Guanxi Community Hongshan District, Wuhan Hubei Province PRC	Chinese
<b>Independent non-executive Directors</b>		
Mr. Shu Yijie (疏義傑)	Room 108, Building 32 No. 210 Jixi Road Shushan District, Hefei Anhui Province PRC	Chinese
Ms. Huang Suzhen (黃素珍)	No. T8-1603 Phase I Chunshui'an Donghu No. 166 Huanle Avenue Wuchang District, Wuhan Hubei Province PRC	Chinese
Ms. Wang Taosha (王陶沙)	House 10, Seascape 42 Sassoon Road, Pok Fu Lam Hong Kong	Chinese (Hong Kong)



---

**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

---

**SUPERVISORS**

<b>Name</b>	<b>Address</b>	<b>Nationality</b>
Ms. Huang Meiyun (黄美芸)	Room 402, Unit 1, Building 6 No. 1 Zisha Road Wuchang District, Wuhan Hubei Province PRC	Chinese
Ms. Xu Cen (徐岑)	Room 135, F Tianxia Ouqing Garden No. 196 Julong Avenue Panlongcheng Huangpi District, Wuhan Hubei Province PRC	Chinese
Ms. Yan Ge (嚴格)	No. 66-5-2 Xinyi Village, Gaojiawan Wuchang District, Wuhan Hubei Province PRC	Chinese

For further information regarding our Directors and Supervisors, see "Directors, Supervisors and Senior Management."

---

**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

---

**PARTIES INVOLVED IN THE [REDACTED]**

**Sole Sponsor**

**Haitong International Capital Limited**  
Suites 3001-3006 and 3015-3016  
One International Finance Centre  
No. 1 Harbour View Street  
Central  
Hong Kong

[REDACTED]

**Legal Advisors to our Company**

*As to Hong Kong Laws*  
**Tian Yuan Law Firm LLP**  
Suites 3304-3309, 33/F  
Jardine House  
One Connaught Place  
Central  
Hong Kong

*As to PRC Laws*  
**Tian Yuan Law Firm**  
5/F, Tower A, Corporate Square  
35 Financial Street  
Xicheng District  
Beijing  
PRC

*As to PRC Laws in Respect of Data Compliance*  
**Tahota Law Firm**  
Palm Springs International Center  
No. 199 Middle of Tianfu Avenue  
High-tech Zone, Chengdu  
Sichuan Province  
PRC

---

**DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]**

---

**Legal Advisors to the Sole Sponsor and  
[REDACTED]**

*As to Hong Kong Laws*

**Sidley Austin**

39/F, Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

*As to PRC Laws*

**Commerce & Finance Law Offices**

12-15th Floor, China World Office 2  
No. 1 Jianguomenwai Avenue  
Beijing  
PRC

**Auditor and Reporting Accountant**

**Ernst & Young**

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

27/F, One Taikoo Place  
979 King's Road, Quarry Bay  
Hong Kong

**Compliance Adviser**

**Haitong International Capital Limited**

Suites 3001-3006 and 3015-3016  
One International Finance Centre  
No. 1 Harbour View Street  
Central  
Hong Kong

**Industry Consultant**

**Frost & Sullivan (Beijing) Inc., Shanghai  
Branch Co.**

Suite 2504  
Wheelock Square  
1717 Nanjing West Road  
Shanghai  
PRC

[REDACTED]

---

## CORPORATE INFORMATION

---

<b>Registered Office</b>	Room 5, 11/F and Rooms 601, 608-612, 6/F Huayin Building No. 786 Minzhu Road Zhongnan Road Sub-District Wuchang District, Wuhan Hubei Province PRC
<b>Headquarters and Principal Place of Business in the PRC</b>	Room 5, 11/F and Rooms 601, 608-612, 6/F Huayin Building No. 786 Minzhu Road Zhongnan Road Sub-District Wuchang District, Wuhan Hubei Province PRC
<b>Principal Place of Business in Hong Kong</b>	5/F, Manulife Place 348 Kwun Tong Road Kowloon Hong Kong
<b>Company's Website</b>	<u><a href="http://www.chinadzyl.com">www.chinadzyl.com</a></u> <i>(the information contained on the website does not form part of this document)</i>
<b>Joint Company Secretaries</b>	<b>Ms. Xu Liman (許莉曼)</b> Room 202, Unit 1, Building 4 Bairuijing Phase II, Wuluo Road Wuchang District, Wuhan Hubei Province PRC  <b>Ms. Pau So Yi (鮑素怡)</b> <i>(Chartered Secretary, Chartered Governance Professional)</i> 5/F, Manulife Place 348 Kwun Tong Road Kowloon Hong Kong

---

## CORPORATE INFORMATION

---

### Authorized Representatives

**Ms. Liu Hongchan (劉紅嬋)**  
Room 7, No. 012 Kangxin Garden  
Guanxi Community  
Hongshan District, Wuhan  
Hubei Province  
PRC

**Ms. Pau So Yi (鮑素怡)**  
5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

### Audit Committee

Ms. Huang Suzhen (黃素珍) (*Chairperson*)  
Mr. Shu Yijie (疏義傑)  
Ms. Wang Taosha (王陶沙)

### Remuneration Committee

Mr. Shu Yijie (疏義傑) (*Chairperson*)  
Ms. Huang Suzhen (黃素珍)  
Mr. Yao Xue (姚雪)

### Nomination Committee

Mr. Yao Xue (姚雪) (*Chairperson*)  
Mr. Shu Yijie (疏義傑)  
Ms. Wang Taosha (王陶沙)

[REDACTED]

### Principal Bank(s)

**China Merchants Bank Wuhan  
Jiyuqiao Branch**  
No. 108 Heping Avenue  
Wuchang District, Wuhan  
Hubei Province  
PRC

**Bank of Communications Wuhan  
Shuiguohu Branch**  
No. 108 Zhongbei Road  
Wuchang District, Wuhan  
Hubei Province  
PRC

---

## INDUSTRY OVERVIEW

---

*The information and statistics set out in this section and other sections of this document were extracted from the report commissioned by us and prepared by Frost & Sullivan, and from various official government publications and other publicly available publications. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], or any of our or their respective directors, advisors, officers, employees or agents or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy, reliability or completeness.*

### SOURCE AND RELIABILITY OF INFORMATION

In connection with the [REDACTED], we engaged an independent market research consultant, Frost & Sullivan, to conduct an analysis of, and to prepare an industry report on the industries where we operate with a commission fee of RMB400,000. Founded in 1961, Frost & Sullivan is an independent global consulting firm that conducts industry research and prepares industry report on a wide range of industries, among other services. The information from Frost & Sullivan disclosed in this document is extracted from the Frost & Sullivan Report with its consent.

In compiling and preparing the Frost & Sullivan Report, Frost & Sullivan used the following key methodologies to collect multiple sources, validate the collected data and information, and cross-check each respondent's information and expressions against those of others: (i) detailed primary research, which involved discussing the status of the industry with leading industry participants and industry experts; and (ii) secondary research, which involved reviewing published sources including reports of market participants, independent research reports and data based on Frost & Sullivan's own research database.

The market projections in the Frost & Sullivan Report are mainly based on the following assumptions: (i) China's economy is expected to maintain steady growth in the next decade; (ii) China's social, economic and political environment is expected to remain stable in the forecast period; and (iii) market drivers, such as the stable development of favorable regulatory policies, upgraded and activated consumption willingness and rising awareness of dental care, increased prevalence of dental diseases, increasingly important roles of private dental services providers in the industry, among others. In particular, the projected total market size was estimated based on historical data analysis plotted against macroeconomic data as well as specific related industry drivers.

### DIRECTORS' CONFIRMATION

After making reasonable inquiries, our Directors confirm that, to the best of their knowledge, there has been no detrimental change in the market information demonstrated in the Frost & Sullivan Report since the date of the report that may qualify, contradict or have an impact on the information in this document.

## THE HEALTHCARE SERVICES MARKET IN CHINA

### Overview of Healthcare Services Market in China

The healthcare services market in China thrives along with the development of Chinese economy and the increasing purchasing power of Chinese residents. Benefiting from the government policies that encourage the expansion of medical insurance coverage and development of basic healthcare services, the total health expenditure in China increased from RMB6.6 trillion in 2019 to RMB9.1 trillion in 2023, and is expected to reach RMB12.5 trillion

## INDUSTRY OVERVIEW

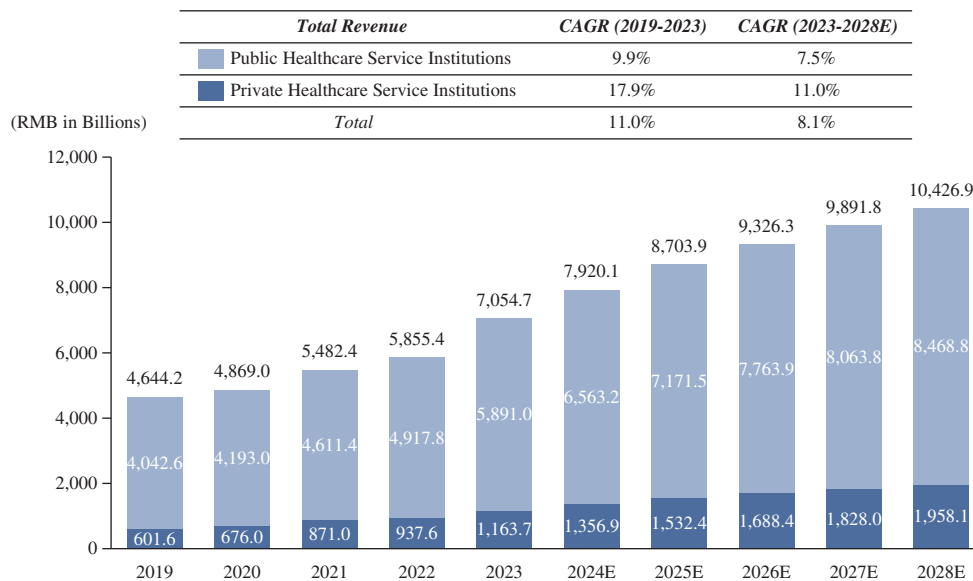
in 2028, representing a CAGR of 6.6% from 2023 to 2028. With the growth of total health expenditure, per capita annual disposable income and health awareness in China, the per capita health expenditure in China increased from 2019 to 2023, and is expected to reach RMB8,914 in 2028, representing a CAGR of 6.8% from 2023 to 2028.

With the increasing prevalence of chronic diseases as well as the growing aging population, the number of healthcare service institutions in China is expected to increase at a CAGR of 1.1% from 1,067.0 thousand as of December 31, 2023 to 1,125.9 thousand as of December 31, 2028, among which the number of private healthcare service institutions is expected to increase at a CAGR of 2.7% from 526.0 thousand as of December 31, 2023 to 600.4 thousand as of December 31, 2028.

### Market Size of Healthcare Services Market in China

The market size of the healthcare services market in China in terms of total revenue generated by healthcare services providers in China experienced significant growth from RMB4,644.2 billion in 2019 to RMB7,054.7 billion in 2023, and is expected to reach RMB10,426.9 billion in 2028, representing a CAGR of 8.1% from 2023 to 2028. Increasing purchasing power of Chinese residents and emerging demands for personalized and efficient healthcare services propelled the rapid growth of the private healthcare services market in China. The revenue generated by private healthcare services providers in China grew from RMB601.6 billion in 2019 to RMB1,163.7 billion in 2023, and is expected to reach RMB1,958.1 billion in 2028, representing a CAGR of 11.0% from 2023 to 2028. The following diagram sets forth the historical and forecasted market size of the healthcare services market in China from 2019 to 2028.

**Market Size of Healthcare Services Market in China, 2019-2028E**



*Source: NHC, interviews conducted by Frost & Sullivan with experts from leading market players, Frost & Sullivan analysis*

---

## INDUSTRY OVERVIEW

---

### Market Drivers of Healthcare Services Market in China

The healthcare services market in China is primarily driven by the following key factors:

- ***Aging population.*** With the improvement of healthcare and living standards, China's population has a rising life expectancy. The number of China's population aged 60 and above is expected to increase from 297.0 million as of December 31, 2023 to 400.0 million by the end of 2035, according to Frost & Sullivan. Such increase drives the demand for healthcare services and products for disease treatment and health management;
- ***Rising per capita disposable income.*** Along with economic growth and urbanization, the per capita disposable income in China increased from RMB30,733 in 2019 to RMB39,218 in 2023, and is expected to reach RMB51,687 in 2028, representing a CAGR of 5.7% from 2023 to 2028, according to Frost & Sullivan. Increasing purchasing power of China's population is expected to boost the growth of the healthcare services market; and
- ***Increasing health awareness and per capita health expenditure.*** The shifting demographics, growing prevalence of chronic diseases, as well as technological advancement have contributed to increasing awareness of health management. The outbreak of the COVID-19 pandemic further highlighted the importance of preventative care. As a result, the per capita health expenditure in China increased from 2019 to 2023, and is expected to further grow at a CAGR of 6.8% from 2023 to 2028. With increased health awareness, people pursue more personalized and quality healthcare services, covering health management, rehabilitation, elderly care, among others. These diversified demands constantly drive the expansion of the healthcare services market in China.

### THE DENTAL SERVICES MARKET IN CHINA

#### Overview of Dental Services Market in China

Dental services refer to the services provided by dental services providers to maintain oral health, which primarily includes (i) general dentistry services, (ii) implantology services, and (iii) orthodontics services.

- ***General dentistry services.*** General dentistry services typically cover dental preventive care, regular dental treatment and dental restorative services. Dental preventive care typically includes teeth cleaning, soft tissue examination and screening for dental diseases or potential issues. Regular dental treatment mainly focuses on the examination, diagnosis, and treatment of disorders of the orofacial region, including teeth filling, root canal treatment, among others. Dental restorative services focus on restoring the function, integrity and morphology of missing tooth structure, primarily including repairing damaged teeth by dental crown or removable denture.
- ***Implantology services.*** Implantology services mainly deal with the permanent implantation of dental prostheses in the bone tissue when it is determined that a natural tooth must be extracted. Implantology services have become a more durable option for customers who need teeth replacement as it would not slip, make noise or cause bone damage that dentures may cause.

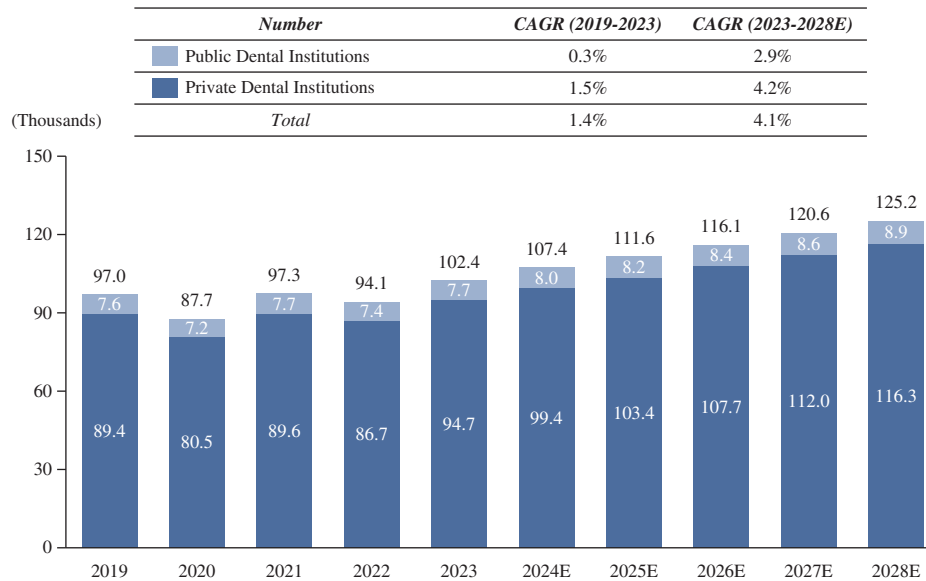


## INDUSTRY OVERVIEW

- Orthodontics services.** Orthodontics services mainly focus on preventing, diagnosing and treating malocclusions as well as skeletal abnormalities of developing or mature orofacial structures by different types of dental braces. Orthodontics services aim to address misalignment of teeth as well as asymmetric jaw relationships.

With the increasing prevalence of dental diseases as well as the rising awareness of dental care, the number of dental institutions in China is expected to increase at a CAGR of 4.1% from 102.4 thousand as of December 31, 2023 to 125.2 thousand as of December 31, 2028, among which the number of private dental institutions is expected to increase at a CAGR of 4.2% from 94.7 thousand as of December 31, 2023 to 116.3 thousand as of December 31, 2028. The following diagram sets forth the historical and forecasted number of dental institutions in China from 2019 to 2028.

**Number of Dental Institutions in China, 2019-2028E**



Source: Frost & Sullivan analysis

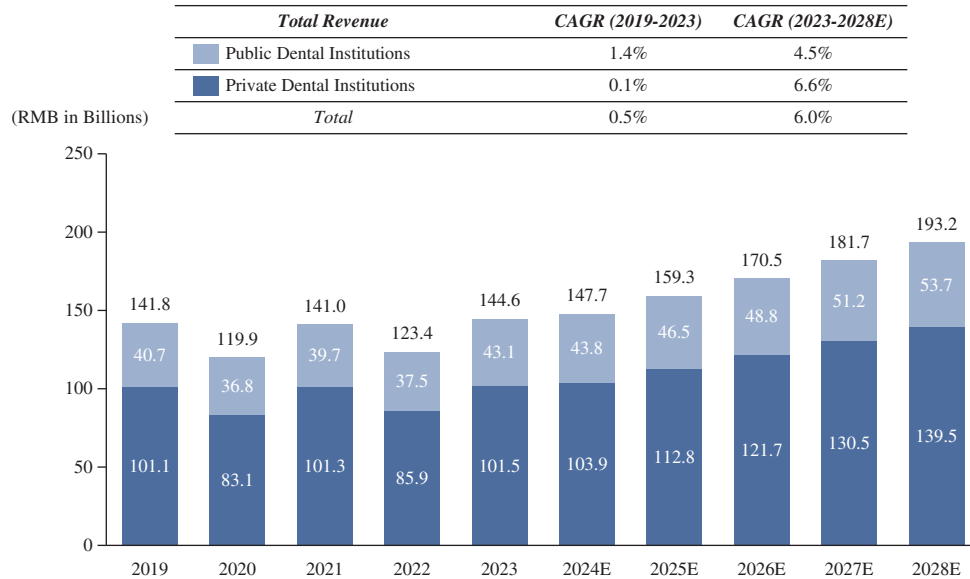
### Market Size of Dental Services Market in China

The market size of the dental services market in China in terms of total revenue generated by dental services providers in China fluctuated from 2019 to 2023 due to the outbreak of COVID-19 pandemic in 2020 and the following wide spreads of highly transmissible variants of COVID-19. Despite the decrease in 2020 and 2022 due to the COVID-19 pandemic, the market size of the dental services market in China increased in general from RMB141.8 billion in 2019 to RMB144.6 billion in 2023. As the post-pandemic economic recovery is slower than expected, the dental services market in China is estimated to experience dampened growth in its market size. However, in the long term, driven by favorable policies to encourage consumption and elevate the purchasing power of Chinese residents, such as the *Opinions on Promoting High-Quality Development of Service Consumption* (《關於促進服務消費高質量發展的意見》) and the *Measures for Creating New Consumption Scenarios and Cultivating New Growth Points in Consumption* (《關於打造消費新場景培育消費新增長點的措施》) promulgated in 2024, the market size of the dental services market in China is expected to reach RMB193.2 billion in 2028, growing at a CAGR of 6.0% from 2023 to 2028. In particular,

## INDUSTRY OVERVIEW

the total revenue generated by private dental services providers in China is expected to reach RMB139.5 billion in 2028, representing a CAGR of 6.6% from 2023 to 2028. The following diagram sets forth the historical and forecasted market size of the dental services market in China from 2019 to 2028.

### Market Size of Dental Services Market in China, 2019-2028E



Source: Frost & Sullivan analysis

### Market Drivers of Dental Services Market in China

Dental services market in China is primarily driven by the following key factors:

- Favorable government policies.** The Chinese government has issued a series of favorable policies to promote the development of the dental services market in China. For instance, the NHC released the *Dental Health Action Plan (2019-2025)* (《健康口腔行動方案(2019年-2025年)》) in 2019, which advocates for the high-quality development of the dental services market and encourages private dental services providers to participate in the prevention and treatment of dental diseases. The State Council issued the *14th Five Year Plan for National Health* (《“十四五”國民健康計畫》) in 2022, which propels comprehensive prevention and control of chronic diseases, with a focus on common dental diseases. The promulgation of these policies indicates that the Chinese government has attached great importance to dental health, which promoted the development of the dental services market in China;
- Increased prevalence of dental diseases.** With the growing consumption of tobacco, alcohol as well as high sugar foods and beverages, the number of dental disease cases in China increased at a CAGR of 4.9% from 613.6 million in 2019 to 742.1 million in 2023. In addition, the prolonged exposure to high pressure may weaken the immune system and increase the risks of dental diseases. Meanwhile, the prevalence rate of dental diseases has been increasing in China, exceeding 95% as of December 31, 2023. The increased cases and prevalence rate of dental diseases stimulated robust demands for dental services in China;

---

## INDUSTRY OVERVIEW

---

- ***Rising awareness of dental health.*** With long-term knowledge popularization in dental health, customers are paying more attention to daily dental care and regular dental examinations, and are willing to pay more for quality dental services. In addition, young parents and educational institutions are placing greater emphasis on children's dental health, and have been continuously cultivating awareness of dental health from an early age. Rising awareness of dental health drives the dental services market in China continuously; and
- ***Private dental services providers play an increasingly important role.*** The private dental services market in China has grown rapidly in recent years. As of December 31, 2023, the number of private dental institutions accounted for approximately 92.5% of the total number of dental institutions in China. Additionally, in 2023, the revenue generated by private dental services providers accounted for approximately 70.2% of the total revenue generated by dental services providers in China. Private dental services providers usually have highly qualified professionals and advanced medical equipment, which can offer personalized services and improved customer experience.

### Future Opportunities of Dental Services Market in China

Dental services market in China faces the following major opportunities:

- ***Promulgation of policies that standardize the development.*** The Chinese government has promulgated a series of standards and regulations, including quality standards for healthcare services, safety standards for medical equipment and materials, and professional qualification requirements for medical professionals, to promote the standardized development of the dental services market in China. For instance, the NHC and other three departments jointly issued the *Notice on Further Promoting the Management of Dental Services and Guarantees* (《關於進一步推進口腔醫療服務和保障管理工作的通知》) in 2023, which emphasized the standardization of diagnosis and treatment for dental diseases. Additionally, the standardized development of the dental services market facilitates transparent pricing of dental services, which on one hand enhances the accessibility and penetration rate of dental services, and on the other hand accelerates the elimination of small-sized dental services providers that lack economies of scale and enough operational capabilities. With the standardization of the dental services market in China, leading dental services providers have gained competitive advantages by leveraging their standardized service processes and operation specifications, and economies of scale, which further promotes industry consolidation;
- ***Direct chain model.*** In recent years, customers have paid more attention to service experience, convenience of services, service quality and brand reputation of dental services providers. With the establishment of standardized management systems, direct chain model can achieve coherent diagnosis and treatment processes, consistent service standards and unified brand image, offering customers reliable and professional services in all in-network dental institutions. Additionally, standardized direct chain model facilitates rapid expansion, achieving wide coverage and deep penetration of dental services, and thus realizing economies of scale and elevated competitiveness. As of December 31, 2023, only approximately 3% of dental institutions were operated under a chain model, which led to a fragmented market with numerous participants lack of standardization. Market participants with direct chain model can easily expand their business scales and increase market shares, which facilitates market consolidation;

---

## INDUSTRY OVERVIEW

---

- ***Growing demand for community dental services.*** As an important part of China's healthcare service system, community healthcare services provide basic medical attention and convenient healthcare services for residents. The total revenue of private community healthcare services in China reached approximately RMB361.0 billion in 2023, accounting for 31.0% of the total revenue of private healthcare services in China, while the revenue of dental services accounted for approximately 10% of the total revenue of private community healthcare services in China. Dental services are characterized by high frequency and repurchase. The growing demand for convenient and quality dental services from residents in communities has driven the penetration of high-quality dental services into the communities. Dental services providers respond to residents' daily dental treatment needs by staying in proximity to communities. With the continuous growth in demand for community dental services, dental services providers that focus on community dental services face increasing development opportunities;
- ***Penetration into second- and third-tier cities.*** Nowadays, the competition among dental services providers in first-tier cities and some developed second-tier cities has been fierce. As the dental services market in developed cities is nearly saturated, resources of dental services are gradually penetrating into second- and third-tier cities. The average annual disposable income in second- and third-tier cities has experienced rapid growth in recent years, which facilitated the increasing consumption willingness on dental services. In the future, more dental service resources are expected to amass to second- and third-tier cities, creating development potential for dental services providers in these cities; and
- ***Increasing focus on advanced digitalization.*** Dental services providers in China are expected to increasingly focus on enhancing their services and operations through advanced digitalization technologies, such as digital scanning, 3D modeling and robotic-assisted implant, among others. Advancement in digitalization promotes specialization in medical practices, streamlined service delivery and improved operational efficiency, which enables dental services providers to offer high-quality services to more customers and cultivate well-regarded brand images among customers.

### Entry Barriers to Dental Services Market in China

New entrants to the dental services market in China primarily encounter the following entry barriers:

- ***Medical talent.*** Professional dentists are the core competitiveness of dental services providers, as their professional skills and clinical experiences directly affect service quality and customer satisfaction. Currently, seasoned dentists are scarce in China. In 2023, the number of dentists per million population in China was only 269, far below 841 in Japan and 604 in the United States in the same year. To attract and retain excellent medical professionals, dental services providers need to offer competitive compensation packages and promising career promotion paths. In addition, established dental services providers are actively seeking collaboration with academic institutions to develop their talent teams. For new entrants, it is rather difficult to recruit and maintain their own talent reserves;

---

## INDUSTRY OVERVIEW

---

- ***Business qualification.*** Establishing a dental institution needs to obtain the Medical Institution Practicing License and meet requirements on medical equipment, department standards, staff qualification, operating area, among others, to pass the examination of relevant government authorities. In addition, dental institutions need to undergo regular supervision and quality assessments to ensure compliance with industry standards for sustainable operation;
- ***Management and operation capability.*** Efficient management and operation capabilities ensure that dental services providers can optimize service processes, improve service qualities and reduce operating costs. Leading dental services providers usually possess strong capabilities in medical resource allocation, equipment and consumables procurement management, and marketing strategies. Especially, the implementation of centralized procurement for dental implants caused reduction in the prices of implantology services, which could adversely affect the profitability of dental services providers. However, well-established dental services providers with chain operations and strong supply chain management capabilities can leverage economies of scale and sufficient management experience to effectively control costs and improve cost-efficiency, thereby enhancing their competitiveness. New entrants without enough capabilities may face great challenges in competing with existing dental services providers in cost control and profitability;
- ***Local reputation and brand influence.*** Due to significant differences in specialization level and service quality of dental services providers, customers generally rely on local reputation and brand influence when choosing dental services providers. Moreover, customers tend to repeatedly pay visits to dental services providers with whom they are familiar and satisfied. Therefore, existing dental services providers have developed their own customer bases and sound local reputation, which enables them to achieve scalable chain operations while setting a barrier for new entrants; and
- ***Substantial investments in medical equipment and other medical resources.*** There are a large number of categories of medical equipment necessary for dental services providers, such as dental chairs, disinfection equipment, operating tables, and relevant operating and management systems, among others. The deployment of these medical resources generally determines the business scale of dental services providers, which requires substantial investments and has become one of the major entry barriers in the dental services market in China. Dental services providers with positive operating cash flow and strong profitability have advantages in selecting and procuring medical equipment for better operations.

### THE PRIVATE DENTAL SERVICES MARKET IN CHINA

#### Overview of Private Dental Services Market in China

Compared to public dental services providers, private dental services providers generally possess more advanced medical equipment and offer customer-centric services. In addition, private dental services providers with chain operations easily and quickly realize business expansion, which enables them to achieve synergies among chain institutions, apply standardized diagnosis and treatment procedures, and focus on the provision of quality dental services and customer experiences.

---

## INDUSTRY OVERVIEW

---

Despite the decrease in 2020 and 2022 due to the COVID-19 pandemic, the number of private dental institutions in China increased in general from approximately 89.4 thousand as of December 31, 2019 to 94.7 thousand as of December 31, 2023. Benefiting from the favorable policies to encourage social capital to participate in healthcare services, the number of private dental institutions in China is expected to reach 116.3 thousand as of December 31, 2028, growing at a CAGR of 4.2% from 2023 to 2028, according to Frost & Sullivan.

### Competitive Advantages of Private Dental Services Market in China

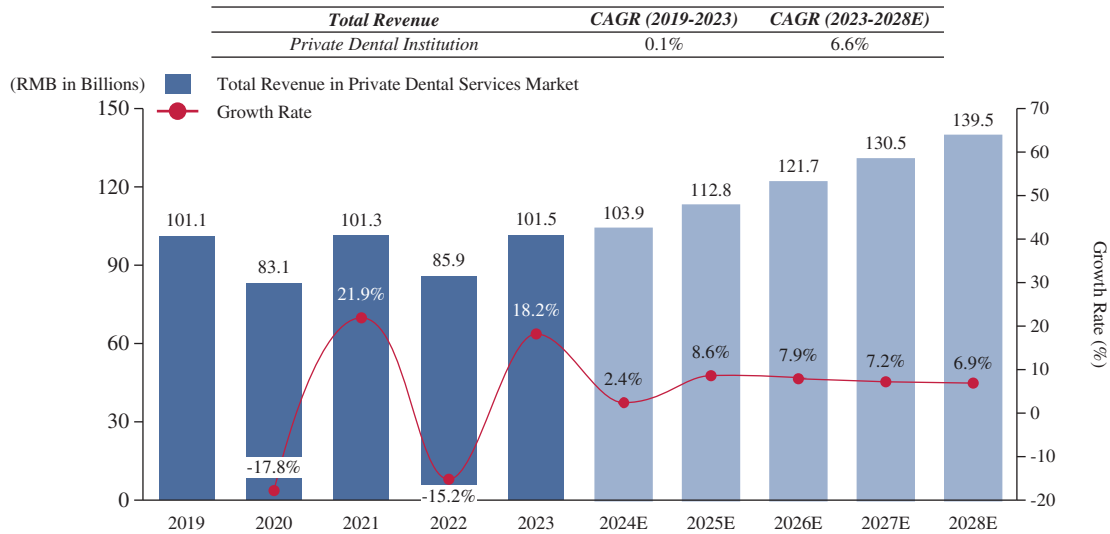
- ***Rapid chain expansion and penetration into underdeveloped regions.*** Private dental services providers with scalable chain operations can achieve rapid business expansion and extensive geographic coverage due to efficient and centralized management, standardized service processes, effective cost control and renowned brand reputation. Furthermore, due to the growing demand for convenient and quality dental services and uneven distribution of dental resources, customers from remote underdeveloped regions still face difficulties in obtaining effective dental diagnosis and treatment, which creates development opportunities for private dental services providers to seize market shares in these regions through chain expansion;
- ***Convenience and timeliness attributable to proximity to communities.*** Private dental institutions are generally located in proximity to communities, with significant advantages in service convenience and timeliness. Local customers gain efficient access to dental services in private dental institutions without long-distance travel. Therefore, the convenient and timely services due to proximity to communities address daily oral health needs of residents and strengthen private dental services providers' competitiveness; and
- ***Customized services and personalized consumption patterns.*** Private dental services providers have high flexibility to formulate service portfolios accommodating to customers' needs and their expertise. Leading private dental services providers with strong service capabilities are able to provide customized services, such as family-oriented service programs, detailed dental health guidance and other exclusive services, as well as offer personalized consumption patterns for customers through service-based charging and package charging, which can effectively improve customer satisfaction and loyalty. In addition, private dental services providers are dedicated to upgrading their service offerings by adopting online platforms and membership systems.

### Market Size of Private Dental Services Market in China

The market size of the private dental services market in China in terms of total revenue generated by private dental services providers in China experienced fluctuations from 2019 to 2023, primarily due to the outbreak of COVID-19 pandemic in 2020 and the following wide spreads of highly transmissible variants of COVID-19. The market size of the private dental services market in China increased in general from RMB101.1 billion in 2019 to RMB101.5 billion in 2023, despite the decrease in 2020 and 2022 due to the COVID-19 pandemic. Private dental services market in China is expected to experience dampened growth in 2024 as the post-pandemic economic recovery is slower than expected. However, with the promulgation of multiple government policies encouraging consumption and elevating purchasing power of Chinese residents in 2024, the market size of the private dental services market in China is expected to reach RMB139.5 billion in 2028, growing at a CAGR of 6.6% from 2023 to 2028. The following diagram sets forth the historical and forecasted market size of the private dental services market in China from 2019 to 2028.

## INDUSTRY OVERVIEW

### Market Size of Private Dental Services Market in China, 2019-2028E



Source: Frost & Sullivan analysis

### Competitive Landscape of Private Dental Services Market in China

Private dental institutions in China have experienced significant development and become an increasingly important component in the dental services market in China in recent years. As of December 31, 2023, there were approximately 94.7 thousand private dental institutions in China, and major cities, such as Beijing, Shanghai and Wuhan have become important centers for dental services due to sufficient medical resources and substantial customers' demands. Private dental services providers with chain operations have growing influence in the private dental services market in China through developing standardized processes of dental services and improving brand reputation while obtaining larger market shares.

In terms of net profit in 2023, we ranked third among all private dental services providers in China. In terms of the number of dental institutions in operation as of December 31, 2023, we ranked fifth among all private dental services providers in China.

#### Ranking

According to Frost & Sullivan, we ranked third among all private dental services providers in China in terms of net profit generated in 2023. The table below sets forth the top five private dental services providers in China in terms of net profit generated in 2023.

## INDUSTRY OVERVIEW

Ranking	Company name	Net profit generated in 2023 <i>(RMB in millions)</i>	Listing status	Background
1 . . . .	Company A	578	Listed	a group established in 1995 engaging in the provision of dental services.
2 . . . .	Company B	114	Non-listed	a group established in 2010 engaging in the provision of dental services.
3 . . . .	<b>Our Group</b>	<b>67</b>	<b>Non-listed</b>	<b>See “Business.”</b>
4 . . . .	Company C	60	Non-listed	a group established in 2019 engaging in the provision of dental services, and dental research and development, training and academic research.
5 . . . .	Company D	32	Non-listed	a group established in 2007 engaging in the provision of dental services.

According to Frost & Sullivan, we ranked fifth among all private dental services providers in China in terms of the number of dental institutions in operation as of December 31, 2023. The table below sets forth the top five private dental services providers in China in terms of the number of dental institutions in operation as of December 31, 2023.

Ranking	Company name	Number of institutions in operation	Listing status	Background
1 . . . .	Company E	153	Non-listed	a group established in 1999 engaging in the provision of dental services nationwide.
2 . . . .	Company F	150	Non-listed	a group established in 2015 engaging in the provision of dental services.
3 . . . .	Company G	123	Listed	a group established in 1999 engaging in the provision of dental services.
4 . . . .	Company A	84	Listed	a group established in 1995 engaging in the provision of dental services.
5 . . . .	<b>Our Group</b>	<b>81</b>	<b>Non-listed</b>	<b>See “Business.”</b>



## INDUSTRY OVERVIEW

### Cost Analysis of Dental Services Market in China

The costs of the dental services market in China primarily include staff cost, cost of raw materials and consumables, depreciation and amortization and property rental, among which staff cost accounted for approximately 45% of total costs in 2023, representing the largest cost component in the dental services market in China. Cost of raw materials and consumables, being the second largest cost component in the dental services market in China, accounted for approximately 30% of total costs in 2023.

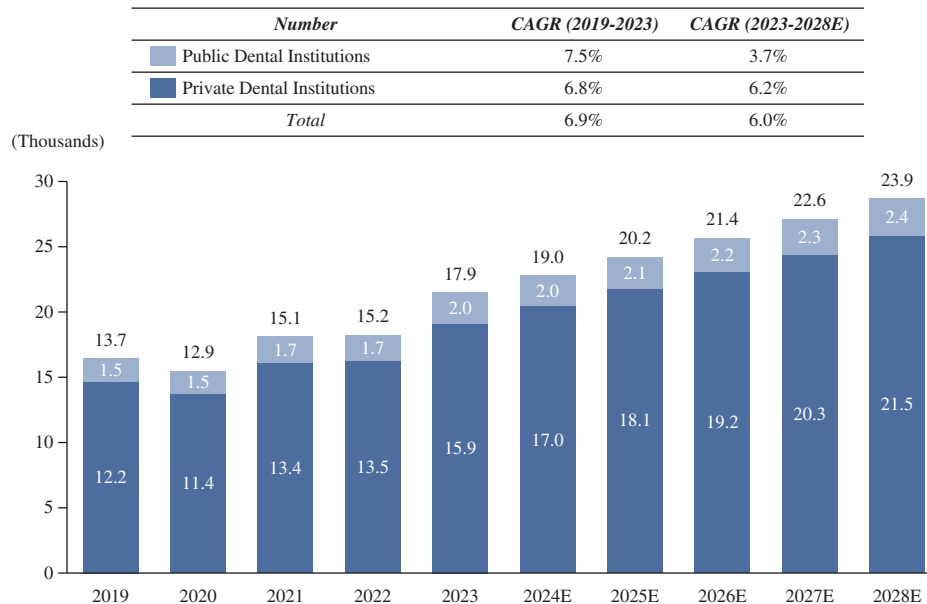
### DENTAL SERVICES MARKET IN CENTRAL CHINA

#### Overview of the Dental Services Market in Central China

Central China consists of Hubei province, Hunan province, Henan province and Jiangxi province. As one of the most important economic development regions in China, Central China had a nominal GDP of approximately RMB19.7 trillion in 2023, accounting for 15.6% of China's nominal GDP, and a total population of approximately 267.4 million in 2023, accounting for approximately 19.0% of China's total population.

The number of dental institutions in Central China increased at a CAGR of 6.9% from 13.7 thousand as of December 31, 2019 to 17.9 thousand as of December 31, 2023 and is expected to reach 23.9 thousand as of December 31, 2028, representing a CAGR of 6.0% from 2023 to 2028, among which the number of private dental institutions is expected to reach 21.5 thousand as of December 31, 2028, growing at a CAGR of 6.2% from 2023 to 2028. The below diagram sets forth the number of dental institutions in Central China from 2019 to 2028.

**Number of Dental Institutions in Central China, 2019-2028E**



Source: Frost & Sullivan analysis

## INDUSTRY OVERVIEW

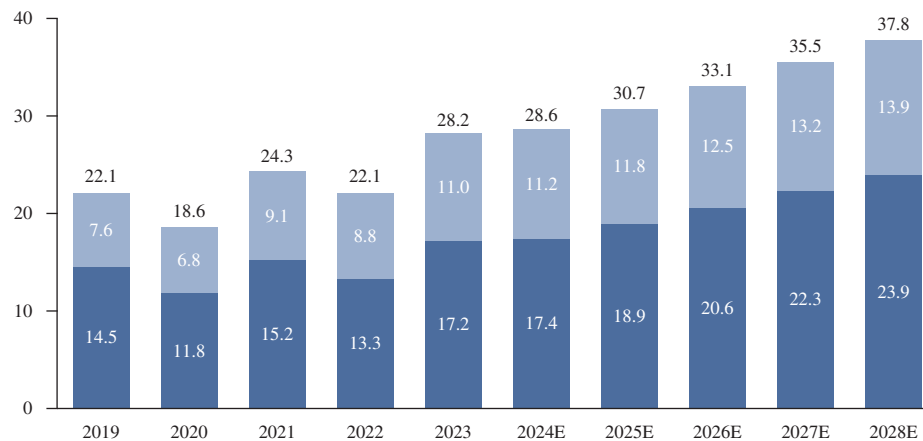
### Market Size of Dental Services Market in Central China

The market size of the dental services market in Central China in terms of revenue generated by dental services providers in Central China increased in general at a CAGR of 6.3% from RMB22.1 billion in 2019 to RMB28.2 billion in 2023, despite the decrease in 2020 and 2022 due to the COVID-19 pandemic. Such market size is expected to reach RMB37.8 billion in 2028, representing a CAGR of 6.0% from 2023 to 2028. The total revenue generated by private dental services providers in Central China is expected to reach RMB23.9 billion, growing at a CAGR of 6.8% from 2023 to 2028. The following diagram sets forth the historical and forecasted market size of the dental services market in Central China from 2019 to 2028.

#### Market Size of Dental Services Market in Central China, 2019-2028E

	Total Revenue	CAGR (2019-2023)	CAGR (2023-2028E)
Public Dental Service Institutions		9.7%	4.8%
Private Dental Service Institutions		4.4%	6.8%
Total		6.3%	6.0%

Market (RMB in Billions)



Source: Frost & Sullivan analysis

### Market Drivers of the Dental Services Market in Central China

The development of the dental services market in Central China is mainly driven by the following factors:

- Favorable policies in Central China.** The government authorities in Central China have promulgated a series of policies to promote dental health, such as the *Notice on Integrating Dental Implant Projects and Regulating Prices* (《關於做好口腔種植醫療服務項目整合和價格調控的通知》), and the *14th Five-Year Plan for Development of Healthcare Industry in Hubei Province* (《湖北省衛生健康事業發展“十四五”規劃》). These policies aim to allocate more resources to improve dental health, including establishing dental institutions and providing subsidies, which can make dental services more accessible to local residents. In addition, dental health action plans, such as the *2024 Henan Province Elderly Dental Health Action Plan* (《2024年河南省老年口腔健康行動工作方案》), have been issued to introduce the importance of regular dental examinations and oral hygiene to the public, thereby boosting demands for dental services in Central China;

---

## INDUSTRY OVERVIEW

---

- ***Increasing disposable income drives the growth in per capita health expenditure.*** In recent years, the income level of residents in Central China has experienced a continuous improvement. For instance, the per capita annual disposable income in Hubei province increased at a CAGR of 5.5% from RMB28,319 in 2019 to RMB35,146 in 2023 and is expected to further grow at a CAGR of 6.2% from 2023 to 2028. The continuous increase in disposable income has driven the growth in health expenditure, thereby stimulating the growing demands for dental services in Central China;
- ***Supply of dental services falls short of demands.*** In recent years, people's awareness of oral health issues has been increasing, driving the demands for dental services. Along with an aging population and the implementation of two-child and three-child policies, it is expected that the population of children and elderly people will grow in Central China, thereby bringing substantial demands for dental services in this region. However, the dental services market in Central China is currently facing a shortage of qualified dentists. According to the NHC, the number of dentists per million population in Central China reached approximately 184 in 2023, which is lower than that in China of approximately 269. The gap between the demand for dental services and the supply of dental resources is expected to drive the development of the dental services market in Central China; and
- ***High-level dental resources in Wuhan.*** The dental services market in Wuhan embraces significant advantages in talent cultivation and scientific research. There are prestigious academic institutions and dental institutions in Wuhan, which integrate teaching, research and dental services. Each year, dental talents graduate from outstanding universities and colleges in Wuhan and enrich dental resources of the dental services market in local regions. Furthermore, experienced dental professionals in Wuhan promote technological advancement in dental services, and facilitate academic communication and cooperation in Central China and across the country, continuously attracting dental talents from other regions.

### **Future Opportunities of the Dental Services Market in Central China**

Set forth below are major opportunities for dental services providers in the dental services market in Central China:

- ***Penetration into county-level cities.*** In recent years, the number of dental services providers in developed cities in Central China, such as Wuhan and Changsha, has been increasing, leading to fierce competition in local markets. For instance, with the continuous business expansion of leading dental services providers, the number of dental institutions in Wuhan is expected to reach 1.8 thousand in 2028. As the dental services market in these developed cities approaches saturation, increasing dental services providers are gradually penetrating into county-level cities. In addition, with the growing awareness of dental health in Central China especially those county-level cities, the demands for dental services is expected to witness

---

## INDUSTRY OVERVIEW

---

significant growth in the future. Considering the large populations and growing demands for dental services in county-level cities of Central China, the dental services providers that expand their business to county-level cities can explore extensive development potentials and obtain larger market shares;

- ***Regional chain operation achieves economies of scale.*** Dental services providers with regional chain operations in Central China have competitive advantages with increasing economies of scale. They purchase medical equipment and consumables in bulk and negotiate favorable prices with their suppliers. Additionally, dental services providers with regional chain operations can share their managerial, marketing and training resources among in-network institutions in different regions, which can reduce their overall operational and management costs. Furthermore, dental services providers with regional chain operations in Central China attract new customers based on their renowned reputation and established brand in local markets, which can also reduce their marketing costs;
- ***Rooted in the regional market to further propel market integration and entrench market position through acquisitions and scalable operations.*** In Central China, dental services providers that focus on the local market generally have a better understanding of local demands for dental services and are capable of offering services tailored to such demands. Taking advantage of renowned brand reputation and matured operational and managerial models, the newly established institutions of these dental services providers can easily achieve scalable operation and efficiently enter the fully-fledged stage. Efficient and effective business expansion in local market further consolidates their market positions. Along with intensified market competition and standardized development of the industry, leading dental services providers with business focus on local market can further consolidate medical resources and increase their market shares; and
- ***Regional integration of resources.*** Leading dental services providers in Central China have greater capabilities to integrate dental resources within or across provinces, which promotes the rationalized allocation and utilization of resources. Meanwhile, the regional collaboration in Central China also enables the allocation and sharing of quality dental resources among developed and underdeveloped regions. With solid industrial foundation, scientific and educational resources to foster high-quality development of dental services, Hubei province embraces significant regional advantages. The integration of resources including talents, equipment and technologies contributes to the improvement of service capacity and the standardization of management in dental institutions in county-level cities, benefiting customers in these regions with quality and affordable dental services.

## INDUSTRY OVERVIEW

### Competitive Landscape of Private Dental Services Market in Central China

The dental services market in Central China is relatively fragmented and highly competitive. As of December 31, 2023, there were approximately 15.9 thousand private dental services providers in Central China, among which the top five providers accounted for approximately 9.7% of the market share in terms of total revenue generated from Central China in 2023. As such market is rapidly developing, private dental services providers explore development potentials while facing intensified market competition. There have been increasing large private dental services providers with chain operations that extend their business to Central China and compete with small and medium-sized private dental services providers. Leveraging their abundant dental resources, technological advantages and brand reputation, large private dental services providers attract customers and increase their market shares in Central China. Meanwhile, local private dental services providers attract customers with competitive prices, brand recognition and customers’ trust accumulated over long-term operations in local communities.

We ranked first among all private dental services providers in Central China in terms of both (i) revenue generated from Central China in 2023; and (ii) the number of dental institutions in operation in Central China as of December 31, 2023.

#### Ranking

According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of revenue generated from Central China in 2023, occupying a market share of approximately 2.6%. The table below sets forth the top five private dental services providers in Central China in terms of revenue generated from Central China in 2023.

Ranking	Company name	Revenue generated from Central China in 2023 <i>(RMB in billions)</i>	Market share <i>(%)</i>	Listing status	Background
1	Our Group	0.44	2.6	Non-listed	See “Business.”
2	Company C	0.41	2.4	Non-listed	a group established in 2019 engaging in the provision of dental services, and dental research and development, training and academic research.
3	Company F	0.32	1.9	Non-listed	a group established in 2015 engaging in the provision of dental services.
4	Company H	0.27	1.6	Non-listed	a group established in 2021 engaging in the provision of dental services, and investment, business operation and marketing.

## INDUSTRY OVERVIEW

Ranking	Company name	Revenue generated from Central China in 2023 <i>(RMB in billions)</i>	Market share <i>(%)</i>	Listing status	Background
5	. . . . Company I	0.21	1.2	Non-listed	a group established in 2020 engaging in the provision of dental services including orthodontics, dental implants, cosmetic dentistry, pediatric dentistry.

According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of the number of dental institutions in operation in Central China as of December 31, 2023. The table below sets forth the top five private dental services providers in Central China in terms of the number of dental institutions in operation in Central China as of December 31, 2023.

Ranking	Company name	Number of institutions in operation in Central China	Listing status	Background
1	. . . . <b>Our Group</b>	<b>81</b>	<b>Non-listed</b>	<b>See “Business.”</b>
2	. . . . Company C	39	Non-listed	a group established in 2019 engaging in the provision of dental services, and dental research and development, training and academic research.
3	. . . . Company F	34	Non-listed	a group established in 2015 engaging in the provision of dental services.
4	. . . . Company H	28	Non-listed	a group established in 2021 engaging in the provision of dental services, and investment, business operation and marketing.
5	. . . . Company J	16	Non-listed	a group established in 2015 engaging in the provision of dental services.

---

## REGULATORY OVERVIEW

---

### REGULATIONS ON THE REFORM OF MEDICAL INSTITUTIONS

#### **Opinions on Deepening the Reform of the Medical and Healthcare System**

The Opinions on Deepening the Reform of the Medical and Healthcare System (關於深化醫藥衛生體制改革的意見) promulgated by the Central Committee of the Communist Party of China and the State Council and took effect on March 17, 2009 encourage social capital to invest in the medical institutions (including investments by the foreign investors), and promote the development of private medical institutions and the reform of public medical institutions (including those established by state-owned enterprises) through social capital investment.

#### **Opinions on Further Encouraging and Guiding the Establishment of Medical Institutions by Social Capital**

On November 26, 2010, the General Office of the State Council promulgated the Notice of the General Office of the State Council on Forwarding the Opinions of the National Development and Reform Commission, the Ministry of Health and Other Ministries on Further Encouraging and Guiding the Establishment of Medical Institutions by Social Capital (國務院辦公廳轉發發展改革委衛生部等部門關於進一步鼓勵和引導社會資本舉辦醫療機構意見的通知), which stipulates that the PRC government encourages and supports investments by private investors in medical institutions of various types. Private investors are permitted to apply to establish for-profit or not-for-profit medical institutions. Private healthcare institutions are encouraged to engage or authorize domestic or overseas medical institutions with professional experience to participate in the management of hospitals to improve their efficiencies.

#### **Several Opinions on Promoting the Development of Healthcare Service Industry**

The Several Opinions on Promoting the Development of Healthcare Service Industry (國務院關於促進健康服務業發展的若干意見), which was promulgated by the State Council on September 28, 2013, encourage enterprises to invest in healthcare service industry in various forms, such as new establishment and participation in restructuring, trusteeship, public and private ownership, etc., and proposes the idea of the further relaxation of the requirements for Sino-foreign equity joint or cooperative joint medical institutions and gradually expands eligibility in the pilot program for wholly foreign-invested medical institutions.

#### **Several Policies and Measures Regarding the Promotion of Accelerating the Development of the Medical Institutions Invested by Social Capital**

Several Policies and Measures Regarding the Promotion of Accelerating the Development of the Medical Institutions Invested by Social Capital (關於促進社會辦醫加快發展若干政策措施的通知), which was promulgated by the General Office of the State Council on June 11, 2015 and came into effect on the same day, stipulate (i) the elimination and cancellation of unreasonable preceding items for examination and approval and the reduction in the time required for making such examination and approval; (ii) the reasonable control of the number

---

## REGULATORY OVERVIEW

---

and scale of the public medical institutions and the exploration of the space for development of the medical institutions invested by social capital; and (iii) the support for the listing and financing of such eligible and qualified for-profit medical institutions invested by social capital.

### **Notice on Issuing the Guiding Principles for the Allocation Planning of Medical Institutions (2021-2025)**

The Notice on Issuing the Guiding Principles for the Allocation Planning of Medical Institutions (2021-2025) (國家衛生健康委員會關於印發醫療機構設置規劃指導原則(2021-2025年)的通知), which was promulgated by the NHC on January 12, 2022, encourages the establishment of medical institutions by social capital and stipulates no planning restrictions on the total number and space for establishment of medical institution with social capital.

### **Notice on Conducting Special Governance of Medical Service Charges and Consumables Price for Dental Implants**

The National Healthcare Security Administration (the “NHS”) promulgated the Notice on Conducting Special Governance of Medical Service Charges and Consumables Price for Dental Implants (關於開展口腔種植醫療服務收費和耗材價格專項治理的通知) (the “Notice”) on September 6, 2022 to guarantee the general public access to high-quality, efficient and affordable repair service for extracted teeth. According to the Notice, public medical institutions shall mainly adopt a separate pricing method of “service items plus special consumables” when providing dental implant medical services and policy guidance on the pricing of dental medical services in public medical institutions shall be strengthened. The prices of services such as dental implants provided by private medical institutions could be adjusted by the market and should be reasonable and in line with the rules of market competition and the expectation of the mass public.

Pursuant to the Notice on Effectively Integrating the Medical Service Items and Price Regulating for Dental Implants (關於做好口腔種植醫療服務項目整合和價格調控的通知) (the “Hubei Notice”) jointly promulgated by the Healthcare Security Administration of Hubei Province, the Health Commission of Hubei Province, and the Hubei Administration of Market Regulation on March 21, 2023 and effective on April 1, 2023, 15 pricing items including the medical services for dental implants have been added in the pricing guidance list. According to the Hubei Notice, the competent authorities shall strengthen the price regulation of private medical institutions for dental implant medical services, and guide private medical institutions to adopt a reasonable price in line with the rules of market competition and the expectation of the mass public.

On January 17, 2023, the Healthcare Security Administration of Hunan Province, the Health Commission of Hunan Province, and the Hunan Administration of Market Regulation jointly promulgated the Notice on Regulating the Pricing Items of Medical Services for Dental Implants and Adjusting the Medical Service Charges (關於規範口腔種植醫療服務價格項目及調控醫療服務價格的通知) (the “Hunan Notice”), which took effect from January 31, 2023.



---

## REGULATORY OVERVIEW

---

The Hunan Notice set a price cap for 15 pricing items including the medical services for dental implants. Pursuant to the Hunan Notice, private medical institutions shall strictly comply with the pricing catalogue of medical services and the pricing items of medical services for dental implants, and adopt a reasonable price in line with the rules of market competition and the expectation of the mass public.

### **Notice on Effectively Implementing Centralized Procurement and Price Management of Pharmaceuticals**

In February 2023, the NHSA promulgated the Notice on Effectively Implementing Centralized Procurement and Price Management of Pharmaceuticals in 2023 (關於做好2023年醫藥集中採購和價格管理工作的通知), further implemented the results of the centralized procurement for dental implants and guided medical institutions to prioritize the procurement and use of the selected products.

### **Notice on Further Promoting the Management of Dental Healthcare Services and Security**

The Notice on Further Promoting the Management of Dental Healthcare Services and Security (關於進一步推進口腔醫療服務和保障管理工作的通知), which was promulgated by the NHSA on August 25, 2023, stipulate that eligible therapeutic medical service items and medical consumables will be included in the scope of basic medical insurance payments in accordance with procedures, within the affordability of the medical insurance fund.

## **REGULATIONS ON THE ADMINISTRATION AND CATEGORIZATION OF MEDICAL INSTITUTIONS**

### **Administrative Measures on Medical Institutions and its Implementation Measures**

The Administrative Measures on Medical Institutions (醫療機構管理條例), which was promulgated on February 26, 1994 by the State Council and came into effect on September 1, 1994 and amended on February 6, 2016 and March 29, 2022, respectively, and the Implementation Measures of the Administrative Measures on Medical Institutions (醫療機構管理條例實施細則), promulgated by the Ministry of Health of the PRC (the "MOH") on August 29, 1994 and came into effect on September 1, 1994 and last amended on February 21, 2017 by NHFPC, stipulate that any entity or individual that intends to establish a medical institution must comply with the relevant application and approval procedures and register with the relevant healthcare administrative authorities to obtain a Medical Institution Practicing License (醫療機構執業許可證). Medical institutions are classified into, among others, general hospitals, specialized hospitals, clinics and other diagnosis and treatment institutions and the establishment of any medical institution shall be in compliance with the plan of establishment medical institutions and the basic standards for medical institutions.

---

## REGULATORY OVERVIEW

---

### **Notice on the Issuance of the Interim Measures for the Administration of Clinic Filing**

The Notice on the Issuance of the Interim Measures for the Administration of Clinic Filing (關於印發診所備案管理暫行辦法的通知) was issued by the NHC and the NATCM, on December 20, 2022, which stipulates that the establishment of a clinic by an entity or individual shall be reported to the healthcare administrative department or the competent department of traditional Chinese medicine of the people's government at the county level where the clinic is to be established for the record, and the practice activities can be carried out after obtaining the clinic filing certificate (診所備案憑證).

### **Administrative Measures for the Examination of Medical Institutions (for Trial)**

The Administrative Measures for the Examination of Medical Institutions (For Trial) (醫療機構校驗管理辦法(試行)), which was promulgated by the MOH and came into effect on June 15, 2009, stipulate that Medical Institution Practicing License is subject to periodic examinations and verifications by the registration authorities. The examination conclusion includes "Pass" and "Suspension". For the examination that conclusion of "suspension", the suspension period should be determined. Medical Institution Practicing License will be cancelled if such healthcare institution fails to pass the re-examination or fails to apply for re-examination within the prescribed time limit after the expiry of the suspension period.

### **Opinions on Implementing Categorization Administration of Urban Medical Institutions**

The Opinions on Implementing Categorization Administration of Urban Medical Institutions (關於城鎮醫療機構分類管理的實施意見), jointly promulgated by the MOH, NATCM, MOF and NDRC on July 18, 2000 and came into effect on September 1, 2000, provides that medical institutions in the PRC are mainly identified as not-for-profit medical institutions (the "NMIs") and for-profit medical institutions (the "PMIs"). Key basis for identifying either type of the two medical institutions include business objectives, service purposes and implementation of various financial, taxation, pricing and accounting policies. Governments shall not operate for-profit medical institutions. NMIs must comply with the pricing guidance for medical service stipulated by governments from time to time, and the rules and policies issued by the NHC and the MOF including Hospital Finance System (醫院財務制度) which was promulgated on December 28, 2010 and came into effect on July 1, 2011. PMIs can distribute the profits to their investors as economic returns. Based on its marketing needs, PMIs have the discretion to set the fees and prices for their medical and healthcare services. In establishing internal control system, PMIs can apply the finance and accounting system and other policies suitable for corporate enterprise. The not-for-profit/for-profit status of a medical institution is decided based on the source of its investment and the nature of its business by the health administration and other relevant government authorities and such status is recorded in the registration files of such medical institution.

---

## REGULATORY OVERVIEW

---

### **Law on the Promotion of Basic Medical Care, Hygiene and Health**

Pursuant to the Law on the Promotion of Basic Medical Care, Hygiene and Health (基本醫療衛生與健康促進法), which was released by the Standing Committee of the National People's Congress (the "SCNPC") on December 28, 2019 and came into effect on June 1, 2020, lawful registration and classified management for NMIs and PMIs shall be implemented. Government-run medical institution shall not establish non-independent legal person medical institution with other organizations, or cooperate with social capital to establish for-profit medical institutions. It also provides that the government will adopt a variety of measures to encourage and guide social resources to establish medical institution, and such institution will enjoy similar benefits as government-run institution, in certain areas including basic medical insurance coverage, research and teaching, access to specific medical technologies, and title assessment of medical staff, etc.

### **Provisions on the Administration of Radiological Diagnosis and Treatment**

According to the Provisions on the Administration of Radiological Diagnosis and Treatment (放射診療管理規定), which were promulgated by the MOH on January 24, 2006, came into effect on March 1, 2006 and amended on January 19, 2016, medical institutions engaged in the radio diagnosis and radiotherapy shall be equipped with the conditions required for conducting radio diagnosis and radiotherapy, and apply for the Radiodiagnosis and Radiotherapy Permit (放射診療許可證) issued by the competent health administrative authorities. After obtaining the Radiodiagnosis and Radiotherapy Permit, medical institution shall undertake registration of the relevant diagnosis and treatment subject with health administrative authorities, which issued the Medical Institution Practicing License. Medical institutions shall not conduct radio diagnosis and radiotherapy if failing in obtaining License for radiotherapy or not registering the diagnosis and treatment subject. During the course of radiotherapy, medical institutions shall take protective measures in accordance with the relevant laws and regulations. Where a medical institution provides any services in relation to radiological diagnosis and treatment without obtaining a Radiodiagnosis and Radiotherapy Permit, the relevant health administrative departments at or above the county level may issue a warning to the medical institution in violation and order the medical institution to take corrective measures within a prescribed time limit, and may impose a fine not exceeding RMB3,000 depending on the circumstances. If the violation is serious, the relevant health administrative authorities have the power to revoke the medical institution's Medical Institution Practicing License.

### **Regulations on the Safety and Protection of Radioisotopes and Radiation Devices and Measures for Administration of the Safety Licensing of Radioactive Isotopes and Radioactive Equipment**

According to Regulations on the Safety and Protection of Radioisotopes and Radiation Devices (放射性同位素與射線裝置安全和防護條例), which were promulgated by the State Council on September 14, 2005 and latest revised on March 2, 2019, and Measures for Administration of the safety Licensing of Radioactive Isotopes and Radioactive Equipment (放

---

## REGULATORY OVERVIEW

---

射性同位素與射線裝置安全許可管理辦法), which were promulgated by Ministry of Environmental Protection on January 18, 2006 and latest revised on January 4, 2021, any entity engaging in the production, sale or use of radioisotopes or radiation devices of different categories shall obtain a Radiation Safety License (輻射安全許可證). If any entity is engaged in the production, sale or use of radioisotopes or radiation devices without a Radiation Safety License, the relevant department of ecology and environment at or above the county level may order such entity to stop the violation and take corrective measures within a prescribed time limit. If the entity fails to take any corrective actions within the prescribed time limit, the entity may be ordered to suspend production or business operation. Further, if any income had been generated from such violation, such income shall be confiscated, and if such income amounts to RMB100,000 or above, a fine of one to five times of the amount of such income may be imposed; if no such income had been generated or such income is less than RMB100,000, a fine of RMB10,000 to RMB100,000 may be imposed.

### **Measures for the Supervision and Administration of Pharmaceuticals in Medical Institutions (for Trial)**

The Measures for the Supervision and Administration of Pharmaceuticals in Medical Institutions (for Trial) (醫療機構藥品監督管理辦法(試行)), promulgated by China Food and Drug Administration and came into effect on October 11, 2011, stipulate that medical institutions must purchase pharmaceuticals from enterprises qualified for the production or distribution of pharmaceuticals and comply with certain standards in respect of the storage, dispensation and use of such pharmaceuticals. Pharmaceutical preparation dispensed by a medical institution must only be used by and for that medical institution. Medical institutions are prohibited from selling prescription pharmaceuticals to the public by such means as post, online transaction and open-shelf selection.

### **Prescription Management**

According to the Administrative Measures for Prescriptions (處方管理辦法), which was promulgated by the MOH on February 14, 2007 and came into effect on May 1, 2007, a registered medical practitioner is entitled to issue prescriptions at his registered practice location. The Measures for the Classification and Administration of Prescription Pharmaceuticals and Non-prescription Pharmaceuticals (For Trial Implementation) (處方藥與非處方藥分類管理辦法(試行)), which was promulgated by CFDA on June 18, 1999 and came into effect on January 1, 2000, set forth different systems for the control of prescription and non-prescription drugs. Medical institutions can decide or recommend the use of nonprescription pharmaceuticals with regard to medical necessary.

---

## REGULATORY OVERVIEW

---

### REGULATIONS ON MEDICAL DEVICES

#### Regulations on Supervision and Administration of Medical Devices

In the PRC, medical devices are classified into three different categories, Class I, Class II and Class III, based on the invasiveness of and risks associated with each medical device. According to the Regulations on Supervision and Administration of Medical Devices (醫療器械監督管理條例) promulgated by the State Council on January 4, 2000 and lastly amended on February 9, 2021 and came into effect on June 1, 2021, to engage in the operation of Class II medical devices, an operating enterprise shall make a record-filing with the municipal level drug supervision and administration department, while to engage in the operation of Class III medical devices, an operating enterprise shall apply for the of Medical Devices Operation License (醫療器械經營許可證) to the municipal level drug supervision and administration department.

#### Measures for the Supervision and Administration of Medical Devices Operation

Pursuant to the Measures for the Supervision and Administration of Medical Devices Operation (醫療器械經營監督管理辦法) promulgated on July 30, 2014 and latest amended on March 10, 2022, an enterprise engaging in the operation of medical devices shall have business premises and storage conditions suitable for the operation scale and scope and shall have quality control department or personnel suitable for the medical devices it operates. An enterprise engaged in the operation of Class I medical devices is not required for license or record filing, the operation of Class II medical devices shall file with the municipal level drug supervision and administration department and provide proofing materials for satisfying the relevant conditions of engaging in the operation of medical devices, while an enterprise engaged in the operation of Class III medical devices shall apply for a Medical Devices Operation License to the municipal level drug supervision and administration department and provide proofing materials for satisfying the relevant conditions of engaging in the operation of such medical devices. Where matters stated on the Medical Devices Operation License of a Class III medical device operator change, or the business premises, mode of operation, business scope and warehouse addresses of a Class II medical device operator change, the operator shall apply to the competent drug supervision and administration department for filing of the change in a timely manner.

#### *Laws and Regulations on Medical Personnel of Medical Institutions*

The Physicians Law of the PRC (中華人民共和國醫師法), promulgated by the SCNPC on August 20, 2021 and came into effect on March 1, 2022, provide that physicians in the PRC must obtain qualification licenses for their medical profession. Qualified physicians and qualified assistant physicians must register with the relevant health administrative authorities at or above the county level. After registration, physicians may work at medical institutions in their registered location in the types of jobs and within the scope of medical treatment, disease-prevention or healthcare business as provided in their registration.

---

## REGULATORY OVERVIEW

---

On November 5, 2014, the NHFPC, the NDRC, the Ministry of Human Resources and Social Security, the NATCM, and the China Insurance Regulatory Commission (currently known as the National Administration of Financial Regulation), jointly issued Several Opinions on Promoting and Standardizing Multi-Site Practice of Physicians (推進和規範醫師多點執業的若干意見), which puts forward to simplify the registration procedure of the multiple places practice and proposes the feasibility of exploring the “record management”. According to Administrative Measures for the Registration of Medical Practitioners (醫師執業註冊管理辦法), promulgated by the NHFPC on February 28, 2017, effective on April 1, 2017, medical practitioners shall obtain the Practice Certificate for Medical Practitioners (醫師執業證書) to practice upon registration. Person who fails to obtain the Practice Certificate for Medical Practitioners shall not engage in medical treatment, prevention and healthcare activities. A medical practitioner who practices for multiple institutions at the same place of practice shall determine one institution as the main practicing institution where he or she practices, and apply for registration to the administrative department of health and family planning approving the practice of such institution; and, for other institutions where the medical practitioner is to practice, respectively apply for recordation to the administrative health and family planning authority approving the practice of such institution, indicating the names of the institutions where he or she is to practice. If a medical practitioner practices in an additional institution not at the registered place of practice, he or she shall apply for registering such addition to the administrative health and family planning authority approving the practice of such institution.

The Regulations on Nurses (護士條例), promulgated by the State Council on January 31, 2008 and came into effect on May 12, 2008 and amended on March 27, 2020, provide that a nurse must obtain a Nurse’s Practicing Certificate (護士執業證書), which is valid for five years. According to Administrative Measures for the Nurse Practice Registration (護士執業註冊管理辦法), nurses may undertake nursing work at the registered place of practice after obtaining the Practice Certificate for Nurses upon practice registration.

The Measures for the Administration of Occupational Health of Workers Exposed to Radiation (放射工作人員職業健康管理辦法) issued by the MOH on June 3, 2007, stipulate that the employers are responsible for applying to the competent health authorities at the county level or above for applying the Radiation Worker Certificate (放射工作人員證) for the workers exposed to radiation. According to the Provisions on the Administration of Radiological Diagnosis and Treatment, if medical institutions engage any employer without the Radiation Worker Certificate to manipulate the radioactive equipment, the relevant health administrative departments at or above the county level may order the medical institution to take corrective measures within a prescribed time limit, and may impose a fine not exceeding RMB5,000. If the violation is serious, the relevant health administrative authorities have the power to revoke the Medical Institution Practicing License of the medical institution.

---

## REGULATORY OVERVIEW

---

### LAWS AND REGULATIONS ON MEDICAL MALPRACTICE

#### PRC Civil Code

The PRC Civil Code (中華人民共和國民法典) promulgated by the National People's Congress (the "NPC") on May 28, 2020 and effective from January 1, 2021, requires tortfeasor to assume the responsibilities of infringement if the civil interests of any people has been infringed. If a medical institution or its medical personnel are at fault for damage inflicted on a patient during the course of diagnosis and treatment, the medical institution will be liable for compensation. A medical institution shall be presumed to be at fault under (i) violating laws, administrative regulations, rules or other relevant provisions on diagnosis and treatment practices, (ii) concealing or refusing to provide medical records relating to the dispute; or (iii) losing, forging, tampering with or illegally destroying medical records. If the medical personnel fail to perform diagnosis and treatment obligations corresponding to the prevailing medical standards in diagnosis and treatment activities and cause a patient suffer damage, the medical institution shall bear compensation liability. Medical institutions and their medical personnel should protect the privacy of their patients and will be liable for the damage caused by divulging the patients' private or medical records without consent.

#### Regulations on Handling Medical Malpractice

The Regulations on Handling Medical Malpractice (醫療事故處理條例), which was promulgated by the State Council on April 4, 2002 and came into effect on September 1, 2002, provide a legal framework and detailed provisions regarding the prevention, technical identification, disposition, supervision, compensation and penalties of medical malpractice. Medical malpractice refers to an accident involving personal injury to patients caused by medical institutions or medical personnel due to malpractice as a result of violation of the laws, administrative regulations or departmental rules on medical and health administration, or of standards or procedures of medical treatment.

### REGULATIONS ON MEDICAL ADVERTISING IN THE PRC

#### Advertisement Law of the PRC

The Advertisement Law of the PRC (中華人民共和國廣告法), which was promulgated by the SCNPC on October 27, 1994 and came into effect on February 1, 1995 and last amended on April 29, 2021, provides that advertisements shall not contain false statements and be deceitful or misleading to consumers. Advertisements legally required to receive censorship, including those that are relating to medical treatment, pharmaceuticals and medical devices, shall be reviewed by relevant authorities in accordance with relevant rules before being published.

---

## REGULATORY OVERVIEW

---

### **Administrative Measures for Internet Advertising**

The Administrative Measures for Internet Advertising (互聯網廣告管理辦法), which were promulgated by the SAMR on February 25, 2023 and came into effect on May 1, 2023, provide that Internet advertisement shall be identifiable so that consumers will identify it as such. With regard to commodities or services ranked under competitive bidding, advertisement publishers shall indicate conspicuously the word "Advertisement" to distinguish them from the natural search results. No advertisement of any medical treatment, medicines, medical apparatuses, pesticides, veterinary medicines, dietary supplement, foods for special medical purpose or other special commodities or services which are subject to review by advertisement examination authorities as stipulated by laws and regulations shall be released unless it has passed such examination.

### **Administrative Measures on Medical Advertisement**

The Administrative Measures on Medical Advertisement (醫療廣告管理辦法), jointly promulgated by the State Administration of Industry and Commerce and the MOH on September 27, 1993, took effect on December 1, 1993, amended on November 10, 2006 and came into effect on January 1, 2007, require that medical advertisements shall be reviewed by relevant health authorities and obtain a Medical Advertisement Examination Certificate (醫療廣告審查證明) before they may be released by a medical institution. Medical Advertisement Examination Certificate has an effective term of one year and may be renewed upon application.

## **REGULATIONS ON ENVIRONMENTAL PROTECTION RELATED TO MEDICAL INSTITUTIONS**

### **Environmental Impact Assessment**

According to the Environmental Impact Assessment Law of PRC (中華人民共和國環境影響評價法), which was promulgated by the SCNPC and last amended on December 29, 2018, for any construction projects that have an impact on the environment, an entity is required to produce either a report, or a statement, or a registration form of such environmental impacts depending on the seriousness of effect that may be exerted on the environment.

According to the Administration Rules on Environmental Protection of Construction Projects (建設項目環境保護管理條例), which was promulgated by the State Council and amended on July 16, 2017, depending on the impact of the construction project on the environment, a construction entity shall submit an environmental impact report or an environmental impact statement, or file a registration form. As to a construction project, for which an environmental impact report or the environmental impact statement is required, the construction entity shall, before the commencement of construction, submit the environmental impact report or the environmental impact statement to the relevant authority at the environmental protection administrative department for approval. For which an environmental impact registration form is required, a construction entity shall file the registration form to the environmental protection administrative authority at county level for recordation.



---

## REGULATORY OVERVIEW

---

### Regulation on the Administration of Pollutant Discharge Licensing

Regulation on the Administration of Pollutant Discharge Licensing (排污許可管理條例), which was promulgated by the State Council on January 24, 2021 and took effect on March 1, 2021, stipulates that the enterprises, public institutions and other production operators included in the classified management catalog of pollutant discharge permits for stationary sources of pollution shall apply for and obtain a pollutant discharge permit as per the prescribed time limit; and those are not included in the catalog are not required to do so for the time of being.

Pursuant to the Administrative Measures of Pollutant Discharge Licensing (排污許可管理辦法) promulgated by the Ministry of Ecology and Environment on April 1, 2024 and became effective from July 1, 2024, and the Classified Management Catalog of Pollutant Discharge Permits for Stationary Sources of Pollution (2019 Edition) (固定污染源排污許可分類管理名錄(2019年版)), which was promulgated by the Ministry of Ecology and Environment on December 20, 2019 and became effective on the same day, a pollutant discharge entity subject to registration management is not required to apply for a pollutant discharge permit. It shall fill in the pollutant discharge registration form on the management information platform of state pollutant discharge permits, and register with its basic information, pollutant discharge route, pollutant discharge standards implemented, pollution prevention and control measures adopted, and other information.

### Regulations on Urban Drainage and Sewage Treatment

The Regulations on Urban Drainage and Sewage Treatment (城鎮排水與污水處理條例), which were promulgated by the State Council on October 2, 2013 and came into effect on January 1, 2014, require that urban entities and individuals shall dispose sewage through urban drainage facilities covering their geographic area in accordance with relevant rules. Companies or other entities engaging in medical activities shall apply for a Urban Sewage Disposal Drainage License (污水排入排水管網許可證) before disposing sewage into urban drainage facilities. Sewage-disposing entities and individuals shall pay sewage treatment fee in accordance with relevant rules.

The Administrative Measures on Licensing of Urban Drainage (城鎮污水排入排水管網許可管理辦法), which was promulgated by the Ministry of Housing and Urban-rural Development on January 22, 2015 and came into effect on March 1, 2015, amended on December 1, 2022 and became effective on February 1, 2023, provide that enterprises, institutions and individual industrial and commercial households engaging in industry, construction, catering industry, medical industry and discharging sewage into the urban drainage network must apply for and obtain a Urban Sewage Disposal Drainage License. An entity that had not obtained the requisite Sewage Disposal Drainage License may be ordered by the local government authorities for urban sewage disposal to cease the illegal actions, take rectification measures and apply for the Sewage Disposal Drainage License, and may be subject to a fine of up to RMB500 thousand, provided that it is not included in the Key Pollutant Discharge Units List.

---

## REGULATORY OVERVIEW

---

### Regulations on the Management of Medical Waste and its Implementation Measures

The Regulations on the Management of Medical Waste (醫療廢物管理條例), promulgated by the State Council on June 16, 2003 and came into effect on the same day and further amended and came into effect on January 8, 2011, and the Implementation Measures for the Management of Medical Waste of Medical and Health Institutions (醫療衛生機構醫療廢物管理辦法), promulgated by the MOH on October 15, 2003 and came into effect on the same day, stipulate that medical institutions must categorise the medical waste in accordance with the Classified Catalogue of Medical Waste (醫療廢物分類目錄) for management purpose and timely deliver medical waste to a medical waste disposal entity approved by the environmental protection administrative department at or above the county level for centralized disposal. Pursuant to the Notice on further Regulate the Management of Medical Waste (關於進一步規範醫療廢物管理工作的通知) jointly issued by the office of NHFPC and other four ministries, the relevant health authorities and environment protection authorities shall explore the management system of centralizing disposal of medical waste from local medical institutions to larger medical institutions, or deliver to medical waste centralizing disposal institution which qualified for Hazardous Waste Business Licenses. According to the List of Hazardous Waste in relation to the exemption management of hazardous waste, the collection process of medical waste is exempted from hazardous waste management for medical institutions which have 19 beds or fewer.

### Laws and Regulations Related to Fire Prevention Design and Acceptance

The Fire Prevention Law of the PRC (中華人民共和國消防法) (the “**Fire Prevention Law**”), was promulgated on April 29, 1998, then became effective on September 1, 1998 and last amended on April 29, 2021. According to the Fire Prevention Law, for special construction projects stipulated by the housing and urban-rural development authority of the State Council, the developer shall submit the fire safety design documents to the housing and urban-rural development authority for examination, while for construction projects other than those stipulated as special development projects, the developer shall, at the time of applying for the construction permit or approval for work commencement report, provide the fire safety design drawings and technical materials which satisfy the construction needs.

According to Interim Regulations on Administration of Examination and Acceptance of Fire Control Design of Construction Projects (建設工程消防設計審查驗收管理暫行規定) promulgated by the Ministry of Housing and Urban-Rural Development of the PRC on April 1, 2020, then became effective on June 1, 2020 and last amended on August 21, 2023 and became effective on October 30, 2023, an examination system for fire prevention design and acceptance only applies to special construction projects, and for other projects, a record-filing and spot check system should be applied. If a non-special construction project fails to pass the spot check, it shall cease to be used.

---

## REGULATORY OVERVIEW

---

### **LAWS AND REGULATIONS RELATED TO CYBERSECURITY, DATA SECURITY, AND PROTECTION OF PERSONAL INFORMATION**

#### **Decisions on Maintaining Internet Security**

The SCNPC enacted the Decisions on Maintaining Internet Security (關於維護互聯網安全的決定) on December 28, 2000, which was further amended on August 27, 2009 and may subject violators to criminal punishment in China for any effort to: (i) gain improper entry into a computer or system of strategic importance; (ii) disseminate politically disruptive information; (iii) leak state secrets; (iv) spread false commercial information; or (v) infringe intellectual property rights. The MPS has promulgated measures that prohibit use of the Internet in ways which, among other things, result in a leakage of state secrets or a spread of socially destabilizing content. If an Internet information service provider violates these measures, the MPS and its local branches may shut down its websites and suggest the relevant authority to revoke its operating license if necessary.

#### **Several Provisions on Regulating the Market Order of Internet Information Services**

Under the Several Provisions on Regulating the Market Order of Internet Information Services (規範互聯網信息服務市場秩序若干規定), issued by the MIIT on December 29, 2011 and became effective on March 15, 2012, an Internet information service provider shall neither collect any users' personal information nor provide any users' personal information to any third party before obtaining the consent of users, except as otherwise provided by laws and regulations.

#### **Decision on Strengthening the Protection of Online Information and Order for the Protection of Telecommunication and Internet User Personal Information**

Pursuant to the Decision on Strengthening the Protection of Online Information (關於加強網絡信息保護的決定) issued by the SCNPC on December 28, 2012 and the Order for the Protection of Telecommunication and Internet User Personal Information (電信和互聯網使用者個人信息保護規定) issued by the MIIT on July 16, 2013, any collection and use of a user's personal information must be subject to the consent of the user and be within the specified purposes, methods and scopes. An Internet information service provider must also keep such information strictly confidential, and is further prohibited from divulging, tampering or destroying any such information, or selling or providing such information to other parties. An Internet information service provider is required to take technical and other measures to prevent the collected personal information from any unauthorized disclosure, damage or loss.

---

## **REGULATORY OVERVIEW**

---

### **Regulations on the Management of Medical Records in Medical Institutions (2013 Edition)**

On November 20, 2013, the National Health and Family Planning Commission (abolished in March 2018 and its responsibilities and powers were entrusted to the newly established National Health Commission) and the State Administration of Traditional Chinese Medicine jointly issued the Regulations on the Management of Medical Records in Medical Institutions (2013 Edition) (醫療機構病歷管理規定(2013年版)), which came into effect on January 1, 2014. According to the Regulations on Medical Record Management of Medical Institutions (2013 Edition), medical institutions and their medical staff should strictly protect patients' privacy and prohibit any disclosure of patients' medical records for non-medical, non-teaching, and non-research purposes.

### **Measures for the Management of Population Health Information (Trial)**

On May 5, 2014, the National Health and Family Planning Commission issued the Measures for the Management of Population Health Information (Trial) (人口健康信息管理辦法(試行)), which came into effect on the date of its release. According to the Measures for the Management of Population Health Information (Trial), the basic population information and medical and health service information generated by medical and health service institutions in the process of service and management fall within the population health information. The collection, utilization, and management of population health information should comply with the provisions of laws and regulations, follow medical ethics principles, ensure information security, and protect personal privacy. This regulation emphasizes that population health information shall not be stored on overseas servers, nor shall it be hosted or leased on overseas servers.

### **Ninth Amendment to the Criminal Law of the PRC**

On August 29, 2015, the SCNPC promulgated the Ninth Amendment to the Criminal Law of the PRC (中華人民共和國刑法修正案(九)), which came into force on November 1, 2015. The amendment stipulates that if a network service provider fails to fulfill its information network security management obligations under applicable laws and refuses to take corrective measures, and falls under any of the following circumstances, it shall bear criminal responsibility: (i) Causing the widespread dissemination of illegal information; (ii) Causing the leakage of user information and resulting in serious consequences; (iii) Causing the loss of evidence in criminal cases, with serious circumstances; or (iv) Other serious circumstances. At the same time, it is stipulated that any individual or entity who: (i) illegally sells or provides personal information to others, or (ii) steals or illegally obtains any personal information by other means, if the circumstances are serious, will also bear criminal responsibility.

---

## REGULATORY OVERVIEW

---

### **Cybersecurity Law of the PRC**

On November 7, 2016, the SCNPC issued the Cybersecurity Law of the PRC (中華人民共和國網絡安全法) (the “**Cybersecurity Law**”), which took effect as of June 1, 2017. Pursuant to the Cybersecurity Law, a network operator, which includes, among others, Internet information services providers, must take technical measures and other necessary measures in accordance with the provisions of applicable laws and regulations as well as the compulsory requirements of the national and industrial standards to safeguard the safe and stable operation of the networks, effectively respond to the network security incidents, prevent illegal and criminal activities, and maintain the integrity, confidentiality and availability of network data. The Cybersecurity Law reaffirms the basic principles and requirements stipulated in other existing laws and regulations on the protection of personal information, such as the requirements for the collection, use, processing, storage and disclosure of personal information, and requires network operators to take technical and other necessary measures to ensure the security of the personal information they collect and prevent the disclosure, damage or loss of personal information. Any violation of the provisions and requirements under the Cybersecurity Law may subject the network provider to warnings, fines, confiscation of illegal gains, revocation of licenses, shutdown of websites or even criminal liabilities.

### **National Medical and Health Big Data Standards, Security, and Service Management Measures (Trial)**

On July 12, 2018, the National Health Commission issued the National Medical and Health Big Data Standards, Security, and Service Management Measures (Trial) (國家醫療健康大數據標準、安全和服務管理辦法(試行)), which came into effect on the date of publication. This regulation stipulates that medical and health institutions should establish and improve relevant safety management systems, operating procedures, and technical specifications, implement the “top leader” responsibility system, strengthen the construction of safety guarantee system, enhance overall management and coordination supervision, and ensure the security of health and medical big data. The regulation stipulates that health and medical big data should be stored on secure and trustworthy servers within the territory of China. If it is necessary to provide it to overseas due to business needs, security assessments and audits should be conducted in accordance with relevant laws, regulations, and requirements.

### **Regulations on Cyber Protection of Children’s Personal Information**

On August 22, 2019, the CAC issued the Regulations on Cyber Protection of Children’s Personal Information (兒童個人信息網絡保護規定), which became effective on October 1, 2019. According to this regulation, network operators are required to establish special policies and user agreements to protect children’s personal information, and to appoint special personnel in charge of protecting children’s personal information. Network operators who collect, use, transfer or disclose personal information of children are required to, in a prominent and clear way, notify and obtain consent from children’s guardians.

---

## REGULATORY OVERVIEW

---

### **Notice on the Special Crackdown Against Illegal Collection and Use of Personal Information by Apps**

On January 23, 2019, the CAC, the MIIT, the MPS, and the SAMR jointly issued the Notice on the Special Crackdown Against Illegal Collection and Use of Personal Information by Apps (關於開展App違法違規收集使用個人信息專項治理的公告), deciding to organize a special crackdown against illegal collection and use of personal information by apps nationwide from January to December 2019.

### **Measures to Identify Illegal Collection and Usage of Personal Information by Apps**

On November 28, 2019, the CAC, MIIT, the MPS and the SAMR jointly issued the Measures to Identify Illegal Collection and Usage of Personal Information by Apps (App違法違規收集使用個人信息行為認定方法), in which the common illegal collection and use of personal information are listed, including the behaviors of “not publicly disclosing the collection and use rules”, the behaviors of “not clearly stating the purpose, method, and scope of collecting and using personal information”, the behaviors of “collecting and using personal information without user consent”, the behaviors of “violating necessary principles and collecting personal information unrelated to the services provided”, the behaviors of “providing personal information to others without consent”, the behaviors of “not providing the function of deleting or correcting personal information according to legal provisions”, or the behaviors of “not disclosing information such as complaints and reports”.

### **Civil Code of the PRC**

On May 28, 2020, the NPC promulgated the Civil Code of the PRC (中華人民共和國民法典), which took effect on January 1, 2021. According to the Civil Code of the PRC, individuals have the right of privacy. No organization or individual shall process any individual’s private information or infringe an individual’s right of privacy, unless otherwise prescribed by law or with the consent of such individual or such individual’s guardian. In addition, personal information is protected by Chinese law. The processing of personal information shall follow the principles of legality, legitimacy, and necessity. Information processors shall not disclose or tamper with the personal information they collect and store, and shall not provide the personal information of the individual to others without their consent.

### **Rules on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications**

On March 12, 2021, the CAC, the MIIT, the MPS and the SAMR jointly issued the Rules on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications (常見類型移動互聯網應用程序必要個人信息範圍規定) (the “**Necessary Personal Information Rules**”), which came into effect on May 1, 2021. According to the Necessary Personal Information Rules, mobile app operators shall not deny users’ access to its basic functions and services on the basis that such user disagrees with the provision of their personal information that is not necessary. The Necessary Personal Information Rules further provides relevant scopes of necessary personal information for different types of mobile apps.

---

## REGULATORY OVERVIEW

---

### **Data Security Law of the PRC**

On June 10, 2021, the SCNPC promulgated the Data Security Law of the PRC (中華人民共和國數據安全法) (the “**Data Security Law**”), which took effect on September 1, 2021. The Data Security Law provides a national data security review system, under which data processing activities that affect or may affect national security shall be reviewed. In addition, it clarifies that the data security protection obligations of organizations and individuals carrying out data activities and implementing data security protection responsibility, data processors shall establish and improve the whole-process data security management rules, organize and implement data security trainings as well as take appropriate technical measures and other necessary measures to protect data security. Any organization or individual engaged in data processing activities that violate the Data Security Law shall bear corresponding civil, administrative, or criminal responsibilities according to specific circumstances.

### **Opinions on Strictly Cracking Down on Securities Illegal Activities in Accordance with the Law**

On July 6, 2021, the General Office of the CPC Central Committee and the General Office of the State Council jointly promulgated the Opinions on Strictly Cracking Down on Securities Illegal Activities in Accordance with the Law (關於依法從嚴打擊證券違法活動的意見), which emphasizes on the prevention of illegal securities activities and tightened supervision on overseas listings by China-based companies. The opinions aim to achieve this by establishing a regulatory system and revising the existing rules and regulations for overseas listings by Chinese entities and affiliates, including potential extraterritorial application of China’s securities laws. As the opinions are new, official guidance and implementation rules have not been issued and the final interpretation of and potential impact from these opinions remain unclear at this stage.

### **Security Protection Regulations for Critical Information Infrastructure**

On July 30, 2021, the State Council promulgated the Security Protection Regulations for Critical Information Infrastructure (關鍵信息基礎設施安全保護條例) (the Regulations for CII), which came into effect on September 1, 2021. According to the Regulations for CII, critical information infrastructure refers to important network facilities and information systems in important industries, including (among others) public communication and information services, energy, transportation, water conservancy, finance, public services, e-government, national defense technology and industry, as well as other important network facilities and information systems that may seriously endanger national security, national economy and people’s livelihood, and public interests if they are damaged, lose their functions, or have data leakage. The government regulatory and supervisory departments of the above-mentioned important industries and departments will be responsible for: (i) organizing the identification of critical information infrastructure in their respective industries according to certain identification rules, and (ii) promptly notifying the operators concerned the identification results and report the same to the public security department under the State Council.

---

## REGULATORY OVERVIEW

---

### **Personal Information Protection Law of the PRC**

On August 20, 2021, the SCNPC promulgated the Personal Information Protection Law of the PRC (中華人民共和國個人信息保護法) (the "PIPL"), which became effective on November 1, 2021. The PIPL requires, among others, that (i) the processing of personal information should have a clear legal basis (such as obtaining the individual's consent, necessary for fulfilling the contract to which the individual is a party, etc.), (ii) the processing of personal information should have a clear and reasonable purpose which should be directly related to the processing purpose, in a method that has the least impact on personal rights and interests, and (iii) the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information. Different types of personal information and personal information processing will be subject to various rules on consent, transfer, and security. Entities processing personal information bear responsibilities for their activities of processing personal information, and shall adopt necessary measures to safeguard the security of the personal information that they process. Otherwise, the entities processing personal information could be ordered to correct, or suspend or terminate the provision of services, and face confiscation of illegal income, fines or other penalties.

### **Cybersecurity Review Measures**

On December 28, 2021, thirteen regulatory authorities jointly released the Cybersecurity Review Measures (網絡安全審查辦法), which came into effect on February 15, 2022. The Cybersecurity Review Measures provides that: (i) network platform operators that are engaged in data processing activities which have or may have an implication on national security shall undergo a cybersecurity review; (ii) the CSRC is one of the regulatory authorities for purposes of jointly establishing the state cybersecurity review mechanism; (iii) network platform operators that master personal information of more than one million users and seek to list abroad (國外上市) shall file for a cybersecurity review with the Cybersecurity Review Office; and (iv) the risks of core data, material data or large amounts of personal information being stolen, leaked, destroyed, damaged, illegally used or transmitted to overseas parties, and the risks of critical information infrastructure, core data, material data or large amounts of personal information being influenced, controlled or used maliciously shall be collectively taken into consideration during the cybersecurity review process.

### **Cross-Border Data Transfer Security Assessment Measures**

On July 7, 2022, the CAC promulgated the Cross-Border Data Transfer Security Assessment Measures (數據出境安全評估辦法), which came into effect on September 1, 2022. The Cross-Border Data Transfer Measures provides four circumstances, under any of which data processors shall, through the local cyberspace administration at the provincial level, apply to the national cyberspace administration for security assessment of cross-border data transfer. These circumstances include: (i) where a data processor transfers important data overseas; (ii) where a critical information infrastructure operator, or a data processor processing the personal information of more than one million individuals, who, in either case, transfers personal



---

## REGULATORY OVERVIEW

---

information overseas; (iii) where a data processor who has, since January 1 of the previous year cumulatively transferred overseas the personal information of more than 100,000 individuals, or the sensitive personal information of more than 10,000 individuals; or (iv) other circumstances under which security assessment of data cross-border transfer is required as prescribed by the national cyberspace administration.

### **Measures on the Standard Contract for Outbound Transfer of Personal Information**

On February 22, 2023, the CAC issued the Measures on the Standard Contract for Outbound Transfer of Personal Information (個人信息出境標準合同辦法), which came into effect on June 1, 2023. According to the Measures on the Standard Contract for Outbound Transfer of Personal Information, if a personal information processor provides personal information to overseas through the establishment of a standard contract, it shall also meet the following conditions: (i) non critical information infrastructure operators; (ii) processing personal information of less than one million people; (iii) provided personal information to less than 100,000 people overseas since January 1 of the previous year; (iv) those who have provided sensitive personal information to less than 10,000 people overseas since January 1 of the previous year.

### **Regulations on Promoting and Regulating Cross border Data Flow**

On March 22, 2024, the CAC issued the Regulations on Promoting and Regulating Cross border Data Flow, which came into effect on the same day. According to the Regulations on Promoting and Regulating Cross-border Data Flows (促進和規範數據跨境流動規定), data processors who provide personal information to overseas countries and meet one of the following conditions are exempt from applying for data cross-border transfer security assessment, entering into standard contracts for outbound transfer of personal information, and obtaining personal information protection certification: (i) for the purpose of entering into and fulfilling contracts with individuals as one party, such as cross-border shopping, cross-border delivery, cross-border remittance, cross-border payment, cross-border account opening, flight and hotel booking, visa processing, examination services, etc., it is necessary to provide personal information to overseas countries; (ii) implementing cross-border human resources management in accordance with legally established labor rules and regulations and collective contracts signed in accordance with the law, if it is necessary to provide employees' personal information to overseas parties; (iii) in emergency situations, it is necessary to provide personal information to foreign countries in order to protect the life, health, and property safety of natural persons; or (iv) data processors other than key information infrastructure operators who have provided less than 100,000 personal information (excluding sensitive personal information) to overseas parties since January 1 of the current year.

---

## REGULATORY OVERVIEW

---

### **Measures for the Management of Network Security in Medical and Health Institutions**

On August 8, 2022, the National Health Commission, the State Administration of Traditional Chinese Medicine, and the State Administration for Disease Control and Prevention jointly issued the Measures for the Management of Network Security in Medical and Health Institutions (醫療衛生機構網絡安全管理辦法), which came into effect on the date of promulgation. The Measures for the Management of Network Security in Medical and Health Institutions require medical and health institutions to establish network security and data security management organizations, with reference to national network security standards, establish and improve data security management systems, operating procedures, and technical specifications, strengthen data security education and training, and carry out full life-cycle management of network security and data security.

### **Notice of the Ministry of Industry and Information Technology on Filing Mobile Internet Applications**

On July 21, 2023, the MIIT issued the Notice of the Ministry of Industry and Information Technology on Carrying out the Filing of Mobile Internet Applications (工業和信息化部關於開展移動互聯網應用程序備案工作的通知), which came into effect on the date of promulgation. The Notice of the Ministry of Industry and Information Technology on Filing Mobile Internet Applications requires that APP sponsors engaged in Internet information services within the territory of the People's Republic of China shall go through the filing procedures according to law, and those who fail to go through the filing procedures shall not engage in APP Internet information services, and APP sponsors shall indicate their filing number in a prominent position on the APP, and link the filing system website below the filing number as required for public inquiry and verification.

### **Regulations on the Administration of Network Data Security**

On September 24, 2024, the State Council promulgated the Regulations on the Administration of Network Data Security (網絡數據安全管理條例), which will come into effect on January 1, 2025. The Regulations on the Administration of Network Data Security, based on the Cybersecurity Law, the Data Security Law, and the Personal Information Protection Law, reiterate various requirements for network data processors to process and generate various electronic data through the network, mainly including: (i) network data processors should strengthen network data security protection through management systems, technical measures, contract constraints, and other means; (ii) for the processing of personal information, personal information rules shall be formulated and made public in accordance with requirements, and the relevant rights of personal information processing shall be guaranteed; (iii) if processing personal information based on personal consent, the consent of the personal information subject or its guardian shall be obtained; (iv) focus on protecting network data listed in the important data directory; (v) the rules that should be followed when providing personal information and important data to overseas parties; (vi) the obligation of network platform service providers to protect network data security; (vii) responsibilities and powers of regulatory authorities; (viii) administrative penalties for violations of relevant regulations.

---

## REGULATORY OVERVIEW

---

### REGULATIONS RELATED TO INTELLECTUAL PROPERTY

#### Patent

Patents in the PRC are principally protected under the Patent Law of the PRC (中華人民共和國專利法) promulgated by the SCNPC on March 12, 1984 and most recently amended on October 17, 2020 and effective as at June 1, 2021. The Chinese patent system adopts a first-to-file principle. To be patentable, an invention or a utility model must meet three criteria: novelty, inventiveness and practicability. The duration of a patent right is 10 years, 15 years or 20 years from the date of application, depending on the type of patent right.

#### Copyright

Copyright in the PRC, including copyrighted computer software, is principally protected under the Copyright Law of the PRC (中華人民共和國著作權法) promulgated by the SCNPC on September 7, 1990 and most recently amended on November 11, 2020 and effective as at June 1, 2021 and related rules and regulations. Under the Copyright Law of the PRC, the term of protection for copyrighted computer software is 50 years. The Regulation on the Protection of the Right to Communicate Works to the Public over Information Networks (信息網絡傳播權保護條例), as most recently amended by the State Council on January 30, 2013, provides specific rules on fair use, statutory licence, and a safe harbour for use of copyrights and copyright management technology and specifies the liabilities of various entities for violations, including libraries and Internet service providers.

The Computer Software Copyright Registration Measures (計算機軟件著作權登記辦法), promulgated by the National Copyright Administration on February 20, 2002 and amended on June 18, 2004 and effective on July 1, 2004, regulate registrations of software copyrights, exclusive licencing contracts for software copyrights and assignment agreements. The National Copyright Administration administers software copyright registration and the Copyright Protection Centre of China is designated as the software registration authority. The Copyright Protection Centre of China grants registration certificates to the computer software copyrights applicants which meet the relevant requirements.

#### Trademark

Registered trademarks are protected under the Trademark Law of the PRC (中華人民共和國商標法) promulgated by the SCNPC on August 23, 1982 and most recently revised on April 23, 2019 and effective as at November 1, 2019 and related rules and regulations. Trademarks are registered with the National Intellectual Property Administration where registration is sought for a trademark that is identical or similar to another trademark which has already been registered or given preliminary examination and approval for use in the same or similar category of commodities or services, the application for registration of this trademark may be rejected. Trademark registrations are effective for a renewable ten-year period, unless otherwise revoked.

---

## REGULATORY OVERVIEW

---

### Domain Name

Domain names are protected under the Administrative Measures on Internet Domain Names (互聯網域名管理辦法) promulgated by the Ministry of Industry and Information Technology of the PRC on August 24, 2017 and effective as at November 1, 2017. Domain name registrations are handled through domain name service agencies established under the relevant regulations, and applicants become domain name holders upon successful registration.

## LAWS AND REGULATIONS RELATED TO FOREIGN INVESTMENT

### Foreign Investment

On March 15, 2019, the NPC, promulgated the PRC Foreign Investment Law (中華人民共和國外商投資法) (the “**Foreign Investment Law**”), which came into effect on January 1, 2020 and replaced the previous laws regulating foreign investment in the PRC, namely, the Sino-foreign Equity Joint Venture Enterprise Law of PRC (中華人民共和國中外合資經營企業法), the Sino-foreign Cooperative Joint Venture Enterprise Law of the PRC (中華人民共和國中外合作經營企業法) and the Wholly Foreign-invested Enterprise Law of the PRC (中華人民共和國外資企業法), together with their implementation rules and the ancillary regulations. The Foreign Investment Law is formulated to further expand opening-up, vigorously promote foreign investment and protect the legitimate rights and interests of foreign investors. According to the Foreign Investment Law, foreign investments are entitled to pre-entry national treatment and are subject to negative list management system. The pre-entry national treatment means that the treatment given to foreign investors and their investments at the stage of investment access is not lower than that of domestic investors and their investments. The negative list management system means that the state implements special management measures for the access of foreign investment in specific fields. Foreign investors shall not invest in any forbidden fields stipulated in the negative list and shall meet the conditions stipulated in the negative list before investing in any restricted fields.

### The 2024 Negative List

Pursuant to the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2024) (外商投資准入特別管理措施(負面清單)(2024年版)) (the “**2024 Negative List**”), jointly promulgated by the NDRC and MOFCOM on September 8, 2024 and came into effect on November 1, 2024, limitations were stipulated for foreign investments in different industries in the PRC. The 2024 Negative List is further classified into “Catalogue of Industries Limited for Foreign Investment” and “Catalogue of Industries Prohibited for Foreign Investment.” Industries which do not fall within the “Special Management Measures (Negative List) for the Access of Foreign Investment” are industries permitted for foreign investment. According to the 2024 Negative List, medical institutions are limited to the form of equity joint ventures.

---

## **REGULATORY OVERVIEW**

---

### **REGULATIONS RELATED TO TAXATION AND FOREIGN EXCHANGE**

For more details, please refer to the section headed “Appendix III — Taxation and Foreign Exchange” in this document.

### **REGULATIONS RELATED TO EMPLOYMENT, SOCIAL INSURANCE AND HOUSING FUND**

#### **Regulations on Employment**

The major PRC laws and regulations that govern employment relationship are the Labour Law of the PRC (中華人民共和國勞動法) promulgated by the SCNPC on July 5, 1994 and latest amended and effective on December 29, 2018, the Labour Contract Law of the PRC (中華人民共和國勞動合同法) promulgated by the SCNPC on June 29, 2007 and latest amended on December 28, 2012 and effective on July 1, 2013, and the Implementation Rules of the Labour Contract Law of the PRC (中華人民共和國勞動合同法實施條例) promulgated by the State Council and effective on September 18, 2008. Pursuant to the aforementioned laws and regulations, labour relationships between employers and employees must be executed in written form. The laws and regulations above impose stringent requirements on the employers in relation to entering into fixed-term employment contracts, hiring of temporary employees and dismissal of employees. As prescribed under the laws and regulations, employers shall ensure their employees have the right to rest and the right to receive wages no lower than the local minimum wages. Employers must establish a system for labour safety and sanitation that strictly abides by state standards and provide relevant education to its employees. Violations of the Labour Contract Law of the PRC and the Labour Law of the PRC may result in the imposition of fines and other administrative liabilities and/or incur criminal liabilities in the case of serious violations.

#### **Regulations on Social Insurance**

Pursuant to the Social Insurance Law of the PRC (中華人民共和國社會保險法), which was promulgated by the SCNPC on October 28, 2010 and amended on December 29, 2018, enterprises and institutions in the PRC shall provide their employees with welfare schemes covering pension insurance, unemployment insurance, maternity insurance, occupational injury insurance, medical insurance and other welfare plans. The employer shall apply to the local social insurance agency for social insurance registration within 30 days from the date of its establishment. And it shall, within 30 days from the date of employment, apply to the social insurance agency for social insurance registration for the employee. Any employer who violates the regulations above shall be ordered to make correction within a prescribed time limit; if the employer fails to rectify within the time limit, the employer and the person(s)-in-charge who is/are directly liable and other directly liable personnel will be fined. Meanwhile, the Interim Regulation on the Collection and Payment of Social Insurance Premiums (社會保險費徵繳暫行條例) promulgated by the State Council on January 22, 1999 and revised on March 24, 2019 prescribes the details concerning the collection and payment of social insurance.

---

## REGULATORY OVERVIEW

---

### Regulations on Housing Provident Fund

According to the Regulation on the Administration of Housing Provident Fund (住房公積金管理條例), which was implemented on April 3, 1999 and latest revised on March 24, 2019, any newly established entity shall make deposit registration at the housing accumulation fund management centre within 30 days as at its establishment. After that, the entity shall open a housing accumulation fund account for its employees in an entrusted bank. Within 30 days as at the date an employee is recruited, the entity shall make deposit registration at the housing accumulation fund management centre and go through the formalities of opening housing provident fund accounts on behalf of its employees. Any entity that fails to make deposit registration of the housing accumulation fund or fails to open a housing accumulation fund account for its employees shall be ordered to complete the relevant procedures within a prescribed time limit. Any entity failing to complete the relevant procedure within the time limit will be fined RMB10,000 to RMB50,000. Any entity that fails to make payment of housing provident fund within the time limit or has a shortfall in payment of housing provident fund will be ordered to make the payment or make up the shortfall within the prescribed time limit, otherwise, the housing provident management centre is entitled to apply for compulsory enforcement with the People’s Court.

### REGULATIONS RELATED TO OVERSEAS SECURITIES [REDACTED] AND LISTING AND FULL CIRCULATION

#### Regulations on Overseas Securities [REDACTED]

On February 17, 2023, the CSRC promulgated six rules and regulations, including the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) (the “**Overseas Listing Trial Measures**”) and five supporting guidelines, which became effective on March 31, 2023. The Overseas Listing Trial Measures adopt a filing and regulatory regime to regulate the direct and indirect overseas listing of securities of PRC enterprises. If a domestic enterprise fails to comply with the filing procedures as required, or if it is listed outside of PRC despite being prohibited from doing so, the CSRC may order the domestic enterprise to rectify the situation, issue a warning and impose a fine of not less than RMB1,000,000 and not more than RMB10,000,000. A warning may be given to the directly responsible officer and other directly responsible persons and a fine of not less than RMB500,000 and not more than RMB5,000,000 shall be imposed. If the controlling shareholder or the actual controller of the domestic enterprise organises or instructs to engage in the above illegal acts, he may be liable to a fine of not less than RMB1,000,000 and not more than RMB10,000,000. The Overseas Listing Trial Measures also stipulate that in the event of any material events such as change of control, investigation or punishment by the overseas securities supervisory authority or relevant authorities, change of listing status or transfer of listing segment, or termination of listing on its own initiative or compulsory termination of listing after the issuer’s overseas listing, the issuer shall report the specific circumstances to the CSRC within three working days from the date of the announcement of the relevant event.

---

## REGULATORY OVERVIEW

---

On February 24, 2023, the CSRC, the MOF, the National Administration of State Secrets Protection and the National Archives Administration of China jointly promulgated the Provisions on Strengthening the Confidentiality and Archives Administration Concerning the Overseas Securities Offering and Listing by Domestic Enterprises (關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定) (the “**Confidentiality and Archives Administration Provisions**”), which became effective on 31 March 2023. According to the Confidentiality and Archives Administration Provisions, if a domestic joint stock company with a direct overseas listing or a domestic operating entity with an indirect overseas listing provides or publicly discloses, or provides or publicly discloses through its overseas listed entity, documents or information involving state secrets or secrets of the work of state organs, or other documents or information the disclosure of which would adversely affect national security or public interests, the corresponding procedures shall be strictly complied with in accordance with the relevant state regulations.

### Regulations on Full Circulation

“Full Circulation” represents listing and circulating on the Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, CSRC announced the Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) (“**Full Circulation Guidelines**”), which were amended on August 10, 2023. As regulated in the Full Circulation Guidelines, shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share listed company corresponding to these shares may be authorized to file for “full circulation” with the CSRC. An unlisted domestic joint stock company may file with the CSRC for “full circulation” at the time of its [REDACTED] and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Overseas Listing Trial Measures, for a domestic company directly [REDACTED] and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and [REDACTED] on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf. On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange jointly announced the Measures for Implementation of H-share “Full Circulation” Business (the “**Measures for Implementation**”). The businesses of cross-border share transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, etc., in relation to the H-share “Full Circulation” business, are subject to these Measures for Implementation.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

### OVERVIEW

Our history can be traced back to 2007, when our Company was established by Zhongshan Medical Investment, an investment holding company then held by Mr. Yao and Ms. Shen as to 55% and 39% respectively, as a limited liability company in the PRC. Through years of development, under the leadership of Mr. Yao and Ms. Shen and leveraging our excelling healthcare services, we stand as a leading private dental services provider in Central China. As of the Latest Practicable Date, we had four dental hospitals, 72 dental out-patient departments and seven dental clinics covering eight cities in two provinces in China, providing customers with comprehensive and customized dental services.

Our Company was converted into a joint stock company with limited liability on December 24, 2014 and was renamed as Wuhan Dazhong Dental Medical Co., Ltd. (武漢大眾口腔醫療股份有限公司) on May 9, 2017.

### OUR MILESTONES

The following sets forth the business milestones of our Group:

<u>Year</u>	<u>Milestone</u>
2007 . . .	<ul style="list-style-type: none"><li>• Our Company was established in Wuhan under the name of Wuhan Dazhong Dental Clinic Co., Ltd. (武漢大眾口腔門診部有限公司).</li></ul>
2014 . . .	<ul style="list-style-type: none"><li>• Our Company was converted into a joint stock company with limited liability.</li><li>• Wuhan Dazhong Hospital, one of our principal operating subsidiaries, was established.</li></ul>
2017 . . .	<ul style="list-style-type: none"><li>• Our Company was renamed as Wuhan Dazhong Dental Medical Co., Ltd. (武漢大眾口腔醫療股份有限公司).</li><li>• We received the Series A Investment.</li><li>• We initiated our Partnership Program and established the first medical institution we partnered with a seasoned dentist to operate.</li></ul>
2018 . . .	<ul style="list-style-type: none"><li>• We expanded our business beyond Wuhan and grew our geographic footprint as Xiangyang Dazhong Out-patient Department commenced its business in Xiangyang, Hubei Province.</li></ul>
2020 . . .	<ul style="list-style-type: none"><li>• We expanded our business beyond Hubei Province by acquiring Shaoyang Hospital in Shaoyang, Hunan Province.</li></ul>



---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

Year	Milestone
2021 . . .	<ul style="list-style-type: none"><li>• We received the Series B Investment.</li></ul>
2022 . . .	<ul style="list-style-type: none"><li>• We were awarded Creditable and Contract-honored Enterprise (守合同重信用企業) by Wuhan Administration for Market Regulation (武漢市市場監督管理局).</li></ul>
2023 . . .	<ul style="list-style-type: none"><li>• The number of our medical institutions exceeds 80.</li><li>• We were one of the first medical institution groups to use robot-assisted technology on dental surgeries in Hubei Province.</li><li>• We were awarded New High-tech Enterprise (高新技術企業) by Department of Science and Technology of Hubei Province (湖北省科學技術廳).</li></ul>
2024 . . .	<ul style="list-style-type: none"><li>• We upgraded our brand name as Aishang Dazhong Dental (愛尚大眾口腔).</li></ul>

### OUR MAJOR CORPORATE DEVELOPMENT

#### Early Development

Our Company was established as a limited liability company in the PRC on July 10, 2007 under the name of Wuhan Dazhong Dental Clinic Co., Ltd. (武漢大眾口腔門診部有限公司) with a registered capital of RMB2.42 million. At the time of our establishment, we were wholly owned by Zhongshan Medical Investment, one of our Controlling Shareholders. Zhongshan Medical Investment was then held by Mr. Yao, Ms. Shen and Ms. Huang Meiyun (黃美芸) as to 55%, 39% and 1%, respectively. Both Mr. Yao and Ms. Shen are our Controlling Shareholders and executive Directors. Ms. Huang Meiyun is one of our Supervisors. The rest 5% equity interest in Zhongshan Medical Investment was held by several early individual investors who are all Independent Third Parties.

On June 3, 2014, Mr. Yao and Ms. Shen entered into an acting-in-concert agreement to align their votes at the general meetings of Zhongshan Medical Investment and our Company such that their ownership in our Company would be consolidated.

On August 27, 2014, in order to enhance our capital resources to support our overall business development, our registered capital was increased by RMB17.58 million to RMB20 million, all of which was subscribed for by Ms. Shen and fully paid up as of August 27, 2014. Upon completion of such capital increase, we were owned by Ms. Shen and Zhongshan Medical Investment as to 87.9% and 12.1%, respectively.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

On October 20, 2014, Ms. Shen entered into an equity transfer agreement with each of Zhongshan Medical Investment and Wuhan Xinglin, pursuant to which Ms. Shen agreed to transfer 77.9% and 10% equity interest in our Company to Zhongshan Medical Investment and Wuhan Xinglin at a consideration of RMB15.58 million and RMB2 million, respectively. Such consideration was determined with reference to our then registered capital and was fully settled as of June 15, 2015. Upon completion of such equity transfers, we were owned by Zhongshan Medical Investment and Wuhan Xinglin as of 90% and 10%, respectively.

Wuhan Xinglin is one of our employee stock ownership platforms established in the PRC on October 17, 2014. The general partner and limited partner of Wuhan Xinglin were both employees of our Company at the time of its establishment, and we subsequently utilized the equity interest in our Company held by Wuhan Xinglin as restricted shares for grants to our employees as incentives and awards. For details, see “— [REDACTED] Restricted Share Scheme.”

### Prior Quotation on NEEQ

#### *Conversion into Joint Stock Company and Quotation on NEEQ*

On December 24, 2014, our Company was converted into a joint stock company with limited liability and renamed as Wuhan Dazhong Dental Clinic Co., Ltd. (武漢大眾口腔門診部股份有限公司). Our registered capital became RMB20 million divided into 20 million Shares with a nominal value of RMB1.00 each. On May 12, 2015, we became quoted on the NEEQ (Stock code: 832387). Immediately upon quotation, our shareholding structure was as follows:

<u>Name of Shareholder</u>	<u>Number of Shares held</u>	<u>Shareholding percentage</u>
Zhongshan Medical Investment . . . . .	18,000,000	90%
Wuhan Xinglin . . . . .	2,000,000	10%
<b>Total . . . . .</b>	<b><u>20,000,000</u></b>	<b><u>100.00%</u></b>

#### *Capital Increase and Share Transfer*

On January 29, 2016, we entered into a share issue and subscription agreement with Zhongshan Medical Investment, pursuant to which Zhongshan Medical Investment agreed to subscribe for 7,000,000 new Shares at a consideration of RMB14 million, which was determined with reference to our then net assets and was fully paid up as of February 23, 2016.

On May 25, 2016 and June 30, 2017, we increased our issued share capital by way of conversion of capital reserve into share capital and issued an additional of 1.111112 Shares and 2.333334 Shares, respectively, for every 10 Shares then held by our Shareholders.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

On August 12, 2017, Zhongshan Medical Investment entered into an equity transfer agreement with each of Wuhan Taolin and Wuhan Zhulin, pursuant to which Zhongshan Medical Investment agreed to transfer 1,505,000 Shares and 1,505,000 Shares to Wuhan Taolin and Wuhan Zhulin at a consideration of approximately RMB5.72 million and RMB5.72 million, respectively. Such consideration was determined with reference to our then results of operation and business prospects, and was fully settled as of August 18, 2017.

Wuhan Taolin and Wuhan Zhulin are both our employee stock ownership platforms established in the PRC on July 7, 2017 and July 14, 2017, respectively. The general partners and limited partners of both Wuhan Taolin and Wuhan Zhulin were all employees of our Company at the time of their establishment, and we subsequently utilized the Shares held by Wuhan Taolin and Wuhan Zhulin as restricted shares for grants to our employees as incentives and awards. For details, see “— [REDACTED] Restricted Share Scheme.”

### *Series A Investment*

On July 31, 2017, we entered into a share issue and subscription agreement with two investors (namely Zhongyuan Jiupai and Mr. Zhu Chao (朱超)), pursuant to which Zhongyuan Jiupai and Mr. Zhu Chao agreed to subscribe for 2,400,000 Shares and 600,000 Shares at a consideration of RMB23.52 million and RMB5.88 million, respectively. For details, see “— [REDACTED] Investments.”

### *Ceased to be Quoted on NEEQ*

Our Company voluntarily ceased to be quoted on the NEEQ on April 27, 2018, considering the following factors:

- (i) the NEEQ is a market open only to qualified investors and has a relatively lower trading volume and liquidity level compared to other stock exchanges, making it difficult to reflect the fair value of the Shares of our Company;
- (ii) our Company has limited ability to publicly raise funds to finance its business operations and development when quoted on the NEEQ; and
- (iii) we were exploring for opportunities to [REDACTED] on other stock exchanges including the Stock Exchange, which would offer us an access to a more mature and international capital market, enhance our fund-raising capabilities and broaden our shareholder base, as well as improve our brand awareness and corporate governance.

Our Directors confirm that during the period when our Company was quoted on the NEEQ and up to the cessation of quotation thereon, (i) our Company had been in compliance with all applicable laws and regulations as well as rules and regulations of the NEEQ in all material respects; (ii) our Company had not been subject to any disciplinary action by the relevant regulators in this respect; and (iii) there are no other issues that need to be brought to the attention of our Shareholders.

Based on the due diligence work performed by the Sole Sponsor, there are no material findings that have come to the attention of the Sole Sponsor which would reasonably cause it to cast doubt on the Directors' confirmations above.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Immediately upon cessation of quotation, our shareholding structure was as follows:

Name of Shareholder	Number of Shares held	Shareholding percentage
Zhongshan Medical Investment . . . . .	31,249,260	78.12%
Wuhan Xinglin . . . . .	2,740,740	6.85%
Wuhan Taolin . . . . .	1,505,000	3.76%
Wuhan Zhulin . . . . .	1,505,000	3.76%
Zhongyuan Jiupai . . . . .	2,400,000	6.00%
Mr. Zhu Chao . . . . .	600,000	1.50%
<b>Total</b> . . . . .	<b><u>40,000,000</u></b>	<b><u>100.00%</u></b>

### Series B Investment

In May and June 2021, we entered into a series of capital increase agreements with our Controlling Shareholders (namely Zhongshan Medical Investment, Mr. Yao and Ms. Shen) and eight investors (namely CITIC Securities Investment, Zhongyuan Jiupai, Zhidao Capital, Mr. Li Jiansheng (李建生), Ms. Li Zhen (李臻), Mr. Chen Wei (陳巍), Mr. Wang Hong (王宏) and Mr. Wang Qingsong (王青松)), pursuant to which the Controlling Shareholders agreed to subscribe for an aggregate of 1,000,642 Shares at a total consideration of RMB14.51 million and the investors agreed to subscribe for an aggregate of 5,895,906 Shares at a total consideration of RMB85.49 million. For details, see “— [REDACTED] Investments.” Upon completion of the Series B Investment, our shareholding structure was as follows:

Name of Shareholder	Number of Shares held	Shareholding percentage
Zhongshan Medical Investment . . . . .	31,324,102	66.79%
Mr. Yao . . . . .	475,800	1.01%
Ms. Shen . . . . .	450,000	0.96%
Wuhan Xinglin . . . . .	2,740,740	5.84%
Wuhan Taolin . . . . .	1,505,000	3.21%
Wuhan Zhulin . . . . .	1,505,000	3.21%
CITIC Securities Investment . . . . .	3,448,274	7.35%
Zhongyuan Jiupai . . . . .	3,296,551	7.03%
Mr. Li Jiansheng . . . . .	620,690	1.32%
Mr. Zhu Chao . . . . .	600,000	1.28%
Zhidao Capital . . . . .	344,827	0.74%
Ms. Li Zhen . . . . .	206,800	0.44%
Mr. Chen Wei . . . . .	206,800	0.44%
Mr. Wang Hong . . . . .	103,000	0.22%
Mr. Wang Qingsong . . . . .	68,964	0.15%
<b>Total</b> . . . . .	<b><u>46,896,548</u></b>	<b><u>100.00%</u></b>

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### Share Repurchase and Reduction of Capital

Due to commercial reasons of certain of our investors, in September 2024, we entered into a share repurchase agreement or capital reduction agreement with each of CITIC Securities Investment, Zhongyuan Jiupai, Mr. Li Jiansheng, Mr. Zhu Chao, Zhidao Capital and Mr. Wang Qingsong, pursuant to which we agreed to repurchase all the 8,379,306 Shares held by these investors at a total consideration of RMB121.3 million. Such consideration was equal to their original investment costs plus a premium and deducting paid dividends as agreed between the parties with reference to their previous investment agreements, and was fully settled on October 8, 2024. Upon completion of the share repurchase and capital reduction, our shareholding structure was as follows:

Name of Shareholder	Number of Shares held	Shareholding percentage
Zhongshan Medical Investment . . . . .	31,324,102	81.32%
Mr. Yao . . . . .	475,800	1.24%
Ms. Shen . . . . .	450,000	1.17%
Wuhan Xinglin . . . . .	2,740,740	7.12%
Wuhan Taolin . . . . .	1,505,000	3.91%
Wuhan Zhulin . . . . .	1,505,000	3.91%
Ms. Li Zhen . . . . .	206,800	0.54%
Mr. Chen Wei . . . . .	206,800	0.54%
Mr. Wang Hong . . . . .	103,000	0.27%
<b>Total . . . . .</b>	<b><u>38,517,242</u></b>	<b><u>100.00%</u></b>

### [REDACTED] RESTRICTED SHARE SCHEME

On July 27, 2017, our Company adopted the [REDACTED] Restricted Share Scheme, which was amended on October 28, 2024, in order to motivate and encourage our officers, employees and consultants. Pursuant to the [REDACTED] Restricted Share Scheme, an aggregate of 5,750,740 Restricted Shares, representing approximately [REDACTED]% of the total issued Shares of our Company immediately after the [REDACTED] (assuming no exercise of the [REDACTED]) were reserved for share grants to our officers, employees and consultants as awards and incentives, including (i) 2,740,740 Shares held by Wuhan Xinglin, (ii) 1,505,000 Shares held by Wuhan Taolin and (iii) 1,505,000 Shares held by Wuhan Zhulin. As of the Latest Practicable Date, an aggregate of 5,326,480 Restricted Shares had been granted to 57 participants, all of whom indirectly held their interests in our Company as limited partners and/or general partners of our three employee stock ownership platforms. The remaining 424,260 Restricted Shares will all be granted pursuant to the terms of the [REDACTED] Restricted Scheme prior to the [REDACTED].

The [REDACTED] Restricted Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve grant of Restricted Shares after the [REDACTED]. The principal terms of the [REDACTED] Restricted Share Scheme are set out in “Appendix VI — Statutory and General Information — D. [REDACTED] Restricted Share Scheme.”

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### OUR PRINCIPAL SUBSIDIARIES

The following entities are the principal operating subsidiaries which made a material contribution to our financial results during the Track Record Period:

Name of company	Shareholding held by our Group	Place and date of establishment	Principal business activities
Wuhan Dazhong Hospital . . . . .	100%	Wuhan, Hubei Province May 22, 2014	Provision of dental healthcare services
Hejian Baibuting . . . . .	51%	Wuhan, Hubei Province August 12, 2019	Provision of dental healthcare services
Zaoyang Hospital . . . . .	51%	Xiangyang, Hubei Province March 25, 2019	Provision of dental healthcare services
Jingzhou Dazhong . . . . .	70%	Jingzhou, Hubei Province January 2, 2020	Investment holding
Shaoyang Hospital . . . . .	51%	Shaoyang, Hunan Province December 6, 2019	Provision of dental healthcare services
Chenzhou Hospital . . . . .	51%	Chenzhou, Hunan Province December 13, 2019	Provision of dental healthcare services

#### Wuhan Dazhong Hospital

Wuhan Dazhong Hospital was established as a limited liability company in the PRC on May 22, 2014 with a registered capital of RMB5.0 million, and had been our wholly-owned subsidiary since then. Wuhan Dazhong Hospital is the largest dental institution within our dental service network in terms of total revenue generated during the Track Record Period. For details, see “Business — Our Dental Service Network — Wuhan Dazhong Hospital.”

#### Hejian Baibuting

Hejian Baibuting was established as a limited liability company in the PRC on August 12, 2019 with a registered capital of RMB1.5 million. At the time of its establishment, Hejian Baibuting was held by Wang Jian (王健), a then Independent Third Party, and our Company as to 99% and 1%, respectively.

---

## **HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE**

---

On January 9, 2020, our Company acquired 50% equity interest in Hejian Baibuting from Wang Jian at a consideration of RMB1,311,000. Such consideration was determined based on results of operation and business prospects of Hejian Baibuting and had been fully settled as of the Latest Practicable Date. Upon completion of the acquisition on January 9, 2020, Hejian Baibuting became our non-wholly-owned subsidiary. Our acquisition of Hejian Baibuting expanded the coverage of our dental service network in Wuhan, Hubei Province.

### **Zaoyang Hospital**

Zaoyang Hospital was established as a limited liability company in the PRC on March 25, 2019 with a registered capital of RMB2.6 million. At the time of its establishment, Zaoyang Hospital was held by Su Shengfeng (蘇盛峰), an Independent Third Party, and our Company as to 99% and 1%, respectively.

On May 7, 2019, our Company acquired 50% equity interest in Zaoyang Hospital from Su Shengfeng at a consideration of RMB4,360,000. Such consideration was determined based on the results of operation and business prospects of Zaoyang Hospital and had been fully settled as of the Latest Practicable Date. Upon completion of the acquisition on May 7, 2019, Zaoyang Hospital became our non-wholly-owned subsidiary. Our acquisition of Zaoyang Hospital expanded the coverage of our dental service network in Xiangyang, Hubei Province.

### **Jingzhou Dazhong**

Jingzhou Dazhong was established by Huang Yong (黃勇), an Independent Third Party, as a limited liability company in the PRC on January 2, 2020 with a registered capital of RMB5.1 million.

On November 19, 2020, our Company acquired 70% equity interest in Jingzhou Dazhong from Huang Yong at a consideration of RMB26,775,000. Such consideration was determined with reference to the equity value of Jingzhou Dazhong as of November 30, 2020 according to a valuation report issued by an independent professional valuer and had been fully settled as of the Latest Practicable Date. Upon completion of the acquisition on November 19, 2020, Jingzhou Dazhong became our non-wholly-owned subsidiary. On April 22, 2022, the registered capital of Jingzhou Dazhong was increased by RMB7 million to RMB12.1 million, which was subscribed for by our Company and Huang Yong in proportion to their then shareholding in Jingzhou Dazhong. Jingzhou Dazhong is the holding company of our 17 subsidiaries which operate dental out-patient departments in Jingzhou and Jingmen, Hubei Province, as well as Changde and Yueyang, Hunan Province.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

### Shaoyang Hospital

Shaoyang Hospital was established as a limited liability company in the PRC on December 6, 2019 with a registered capital of RMB2.0 million. At the time of its establishment, Shaoyang Hospital was held by Xiong Zhongcai (熊忠才), Zeng Qingbiao (曾慶彪), Liang Chengliang (梁承亮), Xiong Xueji (熊雪霽), Li Caifeng (李彩鳳), Li Zhi'e (李志娥), Li Yuanfeng (李遠鋒), Tang Guoxian (唐國賢), Wang Juanli (王娟利), He Guiqin (何桂勤) and Xiao Jingyi (肖京義), all of whom are then Independent Third Parties, as to 40.75%, 13.44%, 13.11%, 12.00%, 9.18%, 3.00%, 1.95%, 1.64%, 1.64%, 1.64% and 1.64%, respectively.

On December 24, 2019, our Company acquired an aggregate of 51% equity interest in Shaoyang Hospital from Xiong Zhongcai, Zeng Qingbiao, Li Caifeng, Xiong Xueji, Li Yuanfeng, Tang Guoxian, He Guiqin and Xiao Jingyi at a total consideration of RMB12,597,000. Such consideration was determined based on the business prospects, results of operation and financial condition of Shaoyang Hospital and had been fully settled as of the Latest Practicable Date. Upon completion of the acquisition on December 24, 2019, Shaoyang Hospital became our non-wholly-owned subsidiary. Our acquisition of Shaoyang Hospital marked our first step in expanding our dental service network in Shaoyang, Hunan Province.

### Chenzhou Hospital

Chenzhou Hospital was established as a limited liability company in the PRC on December 13, 2019 with a registered capital of RMB2.0 million. At the time of its establishment, Chenzhou Hospital was held by Lu Hongyi (陸洪貽), Xiong Zhongcai, Zhang Chengyuan (張程元), Zeng Qingguang (曾慶光) and Zheng Jun (鄭軍), all being Independent Third Parties, as to 37.83%, 36.62%, 13.00%, 6.51% and 6.04%, respectively.

On January 3, 2020, our Company acquired an aggregate of 51% equity interest in Chenzhou Hospital from Xiong Zhongcai, Lu Hongyi, Zhang Chengyuan, Zeng Qingguang and Zheng Jun at a total consideration of RMB12,627,588. Such consideration was determined based on the business prospects, results of operation and financial condition of Chenzhou Hospital and had been fully settled as of the Latest Practicable Date. Upon completion of the acquisition on January 3, 2020, Chenzhou Hospital became our non-wholly-owned subsidiary. Our acquisition of Chenzhou Hospital marked our first step in expanding our dental service network in Chenzhou, Hunan Province.



## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### [REDACTED] INVESTMENTS

#### Principal Terms of the [REDACTED] Investments

The following table sets forth the principal terms of the [REDACTED] Investments:

	Series A Investment	Series B Investment <sup>(1)</sup>
<b>Date of the [REDACTED] Investments</b>	July 31, 2017	May 24, 2021, June 11, 2021 and June 17, 2021
<b>Name of the [REDACTED] Investors</b>	Zhongyuan Jiupai <sup>(2)</sup> Mr. Zhu Chao <sup>(2)</sup>	CITIC Securities Investment <sup>(2)</sup> Zhongyuan Jiupai <sup>(2)</sup> Zhidao Capital <sup>(2)</sup> Mr. Li Jiansheng <sup>(2)</sup> Ms. Li Zhen Mr. Chen Wei Mr. Wang Hong Mr. Wang Qingsong <sup>(2)</sup>
<b>Date on which the consideration was fully settled</b>	August 18, 2017	June 30, 2021
<b>Consideration</b>	RMB29,400,000	RMB85,490,637
<b>Total number of Shares subscribed for by the [REDACTED] Investors under the [REDACTED] Investments</b>	3,000,000 Shares	5,895,906 Shares
<b>Cost per Share</b>	RMB9.80	RMB14.50
<b>Discount to the [REDACTED]<sup>(3)</sup></b>	[REDACTED]%	[REDACTED]%
<b>Post-money valuation of our Group</b>	RMB392 million	RMB680 million

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

	Series A Investment	Series B Investment <sup>(1)</sup>
<b>Basis of consideration</b>	The consideration of the [REDACTED] Investments was determined after arm’s length negotiations with the [REDACTED] Investors after taking into account, among others, the financial performance and business prospects of our Group.	
<b>Use of Proceeds from the [REDACTED] Investments</b>	We utilized the proceeds from the [REDACTED] Investments primarily for promoting the growth and expansion of our principal business and for general working capital purpose. As of the Latest Practicable Date, the proceeds from the [REDACTED] Investments were fully utilized.	
<b>Lock-up</b>	Pursuant to the PRC Company Law, all of our current Shareholders (including the current [REDACTED] Investors) are subject to a lock-up period of 12 months following the [REDACTED].	
<b>Strategic benefits of the investors brought to our Company</b>	At the time of the [REDACTED] Investments, our Directors were of the view that our Group could benefit from the additional capital provided by the [REDACTED] Investors and their knowledge and experience. Moreover, the investments by the [REDACTED] Investors demonstrated their confidence in the business operations of our Group and served as an endorsement of our performance and prospects.	

---

*Notes:*

- (1) Zhongshan Medical Investment, Mr. Yao and Ms. Shen, who are our Controlling Shareholders, invested RMB14,509,309 in total in our Company for their subscription of 1,000,642 Shares during the Series B Investment. Such investment made by our Controlling Shareholders was for the purpose of reinforcing their controlling interest in our Company.
- (2) An aggregate of 8,379,306 Shares subscribed for by CITIC Securities Investment, Zhongyuan Jiupai, Mr. Li Jiansheng, Mr. Zhu Chao, Zhidao Capital and Mr. Wang Qingsong were repurchased by our Company on October 8, 2024. For details, see “— Our Major Corporate Development — Share Repurchase and Reduction of Capital.”
- (3) Assuming the [REDACTED] is fixed at HK\$[REDACTED], being the mid-point of the indicative [REDACTED] range.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

### Special Rights

Under the [REDACTED] Investments, Zhongyuan Jiupai, Mr. Zhu Chao, CITIC Securities Investment and Zhidao Capital were granted certain special rights including, among others, veto right, information right, redemption right, pre-emptive right, right of first refusal and right of co-sale. Pursuant to the share repurchase agreements entered into between our Company and such [REDACTED] Investors, all the special rights under the [REDACTED] Investments were terminated when the consideration of such share repurchase was fully settled on September 30, 2024. For details, see “— Our Major Corporate Development — Share Repurchase and Reduction of Capital.”

### Information about the [REDACTED] Investors

Set out below is the information about our current [REDACTED] Investors:

#### *Ms. Li Zhen*

Ms. Li Zhen has over 10 years of experience in the secondary market and currently worked in Tianjin Keruijie Technology Co., Ltd. (天津科瑞傑科技有限公司). Ms. Li Zhen became acquainted with our Company through our Controlling Shareholder. Ms. Li Zhen is an Independent Third Party.

#### *Mr. Chen Wei*

Mr. Chen Wei has 25 years of experience in the pharmaceutical industry and currently worked in Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd (Stock code: 6990.HK). Mr. Chen Wei became acquainted with our Company through our Controlling Shareholder. Mr. Chen Wei is an Independent Third Party.

#### *Mr. Wang Hong*

Mr. Wang Hong is one of our senior management. For his biographical details, see “Directors, Supervisors and Senior Management — Senior Management.”

Set out below is the information about our previous [REDACTED] Investors that had exited their investments as of the Latest Practicable Date:

#### *Zhongyuan Jiupai*

Zhongyuan Jiupai is a limited liability partnership formed in the PRC on November 23, 2016. The general partner of Zhongyuan Jiupai is Wuhan Zhongyuan Jiupai Industry Investment Management Co., Ltd. (武漢中元九派產業投資管理有限公司) (“**Wuhan Zhongyuan**”). Wuhan Zhongyuan is held by Ganzhou Jiupai Gongyun Equity Investment Partnership (Limited Partnership) (贛州九派公允股權投資合夥企業(有限合夥)), Zhongyuanhui (Wuhan) Industry Investment Co., Ltd. (中元匯(武漢)產業投資有限公司), Qian Bin (錢斌), Wuhan Zhongchuang Rongkong Investment Management Co., Ltd. (武漢眾創融控投資管理有限公司) and He Chi (賀馳), all of which are Independent Third Parties, as to 30%, 30%, 15%, 15% and 10%, respectively. Zhongyuan Jiupai primarily invests in sectors including healthcare, high-end equipment, energy saving and environmental protection, with approximately RMB250 million funds under management.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

### ***Mr. Zhu Chao***

Mr. Zhu Chao is an individual investor. He became acquainted with our Company through Zhongyuan Jiupai during the Series A Investment. Mr. Zhu Chao is an Independent Third Party.

### ***CITIC Securities Investment***

CITIC Securities Investment is a limited liability company established in the PRC and wholly owned by CITIC Securities Co., Ltd. (中信証券股份有限公司) (“**CITIC Securities**”), a joint stock limited liability company listed on the Stock Exchange (Stock code: 6030.HK) and the Shanghai Stock Exchange (Stock code: 600030.SH). CITIC Securities Investment is principally engaged in financial products investment, securities investment and equity investment.

### ***Zhidao Capital***

Zhidao Capital is a limited liability partnership formed in the PRC on April 24, 2020. The general partner of Zhidao Capital is Suzhou Industrial Park Zhidao Private Fund Management Co., Ltd. (蘇州工業園區致道私募基金管理有限公司) (“**Zhidao Private Fund**”). Zhidao Private Fund is held by Suzhou Zhongfang Caituan Holding Co., Ltd. (蘇州中方財團控股股份有限公司), Suzhou Zhongxin Zhidao Venture Capital Partnership (Limited Partnership) (蘇州中鑫致道創業投資合夥企業(有限合夥)), Suzhou Industrial Park Asset Management Co., Ltd. (蘇州工業園區資產管理有限公司) and Suzhou Jiadu Sheji Yingzao Co., Ltd. (蘇州嘉都設計營造有限公司), all of which are Independent Third Parties, as to 40%, 30%, 25% and 5%, respectively. Zhidao Capital primarily invests in sectors including healthcare, new information technology and advanced manufacturing, with approximately RMB3 billion funds under management.

### ***Mr. Li Jiansheng***

Mr. Li Jiansheng is an individual investor with approximately 20 years of experience, primarily investing in healthcare, machinery manufacturing and consumer industries. Mr. Li Jiansheng became acquainted with our Company through our Controlling Shareholder. Mr. Li Jiansheng is an Independent Third Party.

### ***Mr. Wang Qingsong***

Mr. Wang Qingsong is an individual investor with 10 years of experience in professional services and investment, primarily investing in healthcare and technology industries. Mr. Wang Qingsong became acquainted with our Company through our Controlling Shareholder. Mr. Wang Qingsong is an Independent Third Party.

---

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

---

### Public Float

Immediately upon completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED]), our Company will have [REDACTED] Unlisted Shares and [REDACTED] H Shares, among which:

- (i) the [REDACTED] Unlisted Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) will not be considered as part of the public float as such Unlisted Shares will not be converted into H Shares;
- (ii) among the [REDACTED] H Shares,
  - the [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) converted from Unlisted Shares held by Wuhan Zhulin will not be considered as part of the public float as Wuhan Zhulin is a close associate of Mr. Guo Jiaping, our executive Director, and therefore is a core connected person of our Group;
  - the [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) converted from the Unlisted Shares held by Wuhan Xinglin, Wuhan Taolin, Ms. Li Zhen and Mr. Chen Wei will be counted towards the public float as none of the aforesaid Shareholders (i) is a core connected person of our Group; (ii) has been financed directly or indirectly by a core connected person of our Group for the subscription of Shares; or (iii) is accustomed to take instructions from a core connected person of our Group in relation to the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it; and
  - the [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]) issued by our Company under the [REDACTED] to public Shareholders will be counted towards the public float.

In light of the above, upon completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares, an aggregate of [REDACTED] H Shares or approximately [REDACTED]% of the total issued share capital of our Company (assuming no exercise of the [REDACTED]), which is more than 25% as required under Rule 8.08 of the Listing Rules, will be counted towards the public float upon the [REDACTED]. Therefore, our Company will be able to meet the minimum public float requirement under Rule 8.08 of the Listing Rules.

### Compliance with the [REDACTED] Investment Guidance

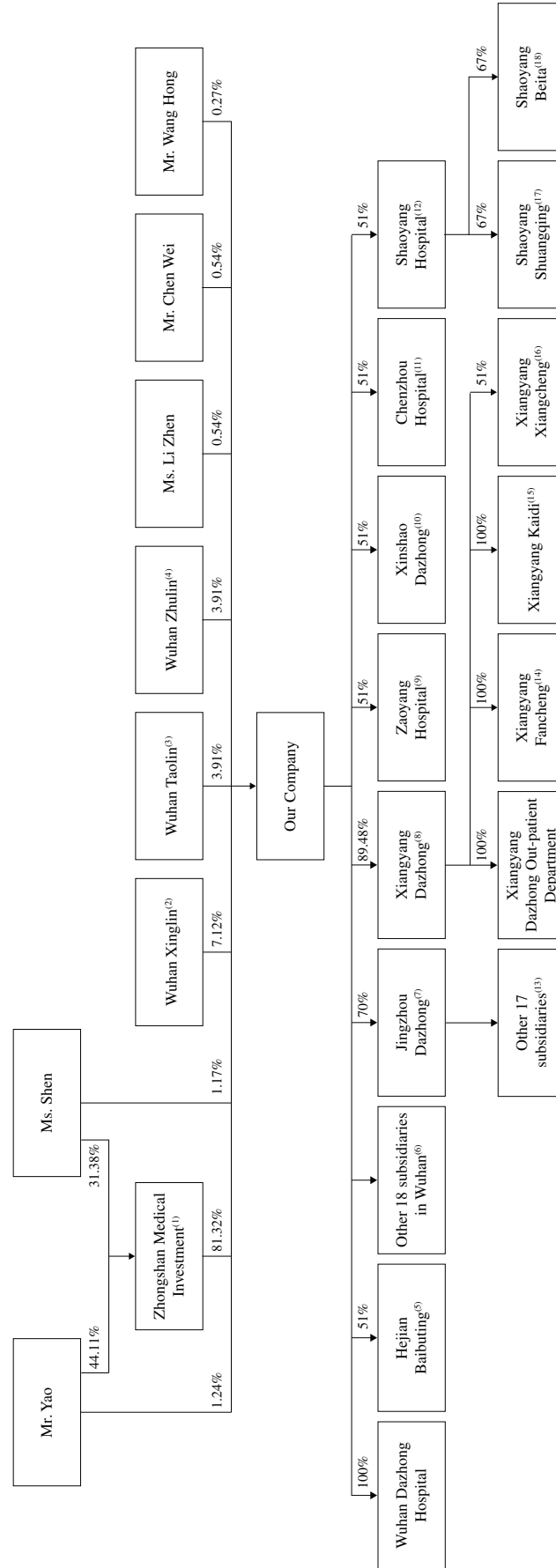
The Sole Sponsor confirms that the [REDACTED] Investments are in compliance with the guidance in Chapter 4.2 ([REDACTED] Investments) of the Guide for New Listing Applicants.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### CORPORATE STRUCTURE

#### Corporate Structure immediately before the [REDACTED]

The following chart sets forth the simplified corporate structure of our Group immediately before completion of the [REDACTED]:



*Notes:*

- (1) As of the Latest Practicable Date, Zhongshan Medical Investment was held by (i) Mr. Yao as to 44.11% and Ms. Shen as to 31.38%, who are our Controlling Shareholders and executive Directors, (ii) Ms. Liu Hongchan, our executive Director, as to 0.86%, (iii) Ms. Huang Meiyun as to 1.72% and Ms. Xu Cen as to 0.86%, who are our Supervisors, (iv) Mr. Zhou Xianlue (周先略), a former Director, as to 0.43%, (v) Mr. Wang Hong, one of our senior management, as to 2.58%, (vi) Mr. Liu Baoping (劉保平), the spouse

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- of Ms. Liu Hongchan, as to 1.29% and (vii) other 13 individual shareholders who are Independent Third Parties as to 16.77% in total. Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment and our Company. For details, see “— Our Major Corporate Development — Early Development.”
- (2) As of the Latest Practicable Date, Wuhan Xinglin was held by Yao Qi (姚琪), one of our employees and an Independent Third Party, as the general partner as to 8.18%, and 12 limited partners who are our employees as to 91.82% in total.
- (3) As of the Latest Practicable Date, Wuhan Taolin was held by Ma Zhenrong (馬振榮), one of our employees and an Independent Third Party, as the general partner as to 18.27%, and 18 limited partners who are our employees as to 81.73% in total.
- (4) As of the Latest Practicable Date, Wuhan Zhulin was held by (i) Mr. Guo Jiaping, our executive Director, as the general partner as to 33.89%, (ii) Ms. Liu Hongchan, our executive Director, as a limited partner as to 4.98%, (iii) Ms. Wang Lixia, our senior management, as a limited partner as to 6.64%, (iv) Ms. Yan Ge, our Supervisor, as a limited partner as to 1.66%, (v) Mr. Fu Wei, our connected person who holds directorships in Jingzhou Dazhong and its subsidiaries, as a limited partner as to 3.32% and (vi) other 22 limited partners who are our employees as to 49.50% in total.
- (5) The remaining 49% equity interest in Hejian Baibuting was held by Wang Jian, who is also a director of Hejian Baibuting. As Hejian Baibuting is a significant subsidiary of our Company from financial perspective, Wang Jian is a connected person of our Company.
- (6) The other 18 subsidiaries in Wuhan include:
- (a) Wuhan Dazhong Wanda Dental Out-patient Service Co., Ltd. (武漢大眾萬達口腔門診有限公司), held by our Company as to 51% and by Li Yahui (李亞會) and Li Yang (李洋), both of whom are Independent Third Parties, as to 25% and 24%, respectively.
  - (b) Wuhan Dazhong Dental Houhu Out-patient Service Co., Ltd. (武漢大眾口腔後湖口腔門診有限公司), a wholly-owned subsidiary of our Company.
  - (c) Wuhan Dazhong Dental Xudong Out-patient Department Co., Ltd. (武漢大眾口腔徐東口腔門診部有限公司), held by our Company and Yuan Kaisen (袁開森), an Independent Third Party, as to 51% and 49%, respectively.
  - (d) Wuhan Dazhong Dental Out-patient Department Co., Ltd. (武漢大眾口腔門診部有限公司), held by our Company as to 51% and by Wang Derong (王德榮) and Hu Mingjin (胡明金), both of whom are Independent Third Parties, as to 25% and 24%, respectively.
  - (e) Wuhan Dazhong Hefeng Kaide Dental Out-patient Department Co., Ltd. (武漢大眾和峰凱德口腔門診部有限公司) (“**Hefeng Kaide**”), held by our Company and Zhao Fenglin (趙峰林), an Independent Third Party, as to 51% and 49%, respectively.
  - (f) Wuhan Dazhong Tuanjie Dental Out-patient Service Co., Ltd. (武漢大眾團結口腔門診部有限公司), a wholly-owned subsidiary of Hefeng Kaide.
  - (g) Wuhan Dazhong Heqiu Panlongcheng Dental Out-patient Department Co., Ltd. (武漢大眾和秋盤龍城口腔門診部有限公司), held by our Company and Zhang Qiu (張秋), an Independent Third Party, as to 51% and 49%, respectively.
  - (h) Wuhan Dazhong Hesheng Jinyinhu Dental Out-patient Department Co., Ltd. (武漢大眾和盛金銀湖口腔門診部有限公司), a wholly-owned subsidiary of our Company.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (i) Wuhan Dazhong Hewang Xunlimen Dental Out-patient Service Co., Ltd. (武漢大眾和望循禮門口腔門診有限公司), held by our Company and Ke Wangju (柯望菊), an Independent Third Party, as to 51% and 49%, respectively.
- (j) Wuhan Dazhong Hesong Huashiyuan Dental Out-patient Service Co., Ltd. (武漢大眾和松華師園口腔門診有限公司), held by our Company as to 51% and by Yu Jinsong (喻金松) and Sun Dan (孫丹), both of whom are Independent Third Parties, as to 35% and 14%, respectively.
- (k) Wuhan Dazhong Helei Pingan Chuntian Dental Out-patient Service Co., Ltd. (武漢大眾和磊平安春天口腔門診有限公司), held by our Company and Wu Lei (吳磊), an Independent Third Party, as to 51% and 49%, respectively.
- (l) Wuhan Dazhong Heyuan Dental Out-patient Service Co., Ltd. (武漢大眾和緣口腔門診有限公司), held by our Company as to 51% and by Tian Yuzhi (田玉芝) and Liu Jingyuan (劉靜媛), both of whom are Independent Third Parties, as to 40% and 9%, respectively.
- (m) Wuhan Jiangxia Dazhong Hejun Dental Out-patient Service Co., Ltd. (武漢江夏大眾和俊口腔門診有限公司), held by our Company and Wang Junfeng (王俊峰), an Independent Third Party, as to 51% and 49%, respectively.
- (n) Wuhan Dazhong Baishazhou Dental Out-patient Service Co., Ltd. (武漢大眾白沙洲口腔門診有限公司), held by our Company and Ma Jun (馬俊), an Independent Third Party, as to 51% and 49%, respectively.
- (o) Wuhan Dazhong Hesen Zhongbeilu Dental Out-patient Department Co., Ltd. (武漢大眾和森中北路口腔門診部有限公司), held by our Company and Yuan Kaisen, an Independent Third Party, as to 51% and 49%, respectively.
- (p) Wuhan Dazhong Dental Jiyuqiao Out-patient Department Co., Ltd. (武漢大眾口腔積玉橋門診部有限公司), held by our Company and Lei Sifeng (雷思鋒), an Independent Third Party, as to 51% and 49%, respectively.
- (q) Wuhan Dazhong Heyu Gujiejie Dental Out-patient Service Co., Ltd. (武漢大眾和玉固潔口腔門診有限公司), held by our Company as to 51% and by Dong Yumei (董玉梅) and Wang Huolin (王火林), both of whom are Independent Third Parties, as to 39% and 10%, respectively.
- (r) Wuhan Dazhong Hexu Guannanyuan Dental Out-patient Service Co., Ltd. (武漢大眾和旭關南園口腔門診有限公司), held by our Company and Wuhan Jintian Management Consulting Co., Ltd. (武漢金田管理諮詢有限公司), an Independent Third Party, as to 51% and 49%, respectively.
- (7) The remaining 30% equity interest in Jingzhou Dazhong was held by Huang Yong, an Independent Third Party.
- (8) The remaining 10.52% equity interest in Xiangyang Dazhong was held by Du Chongli (杜充立), an Independent Third Party.
- (9) The remaining 49% equity interest in Zaoyang Hospital was held by Su Shengfeng and Chen Ying (陳英), who are Independent Third Parties, as to 44% and 5%, respectively.
- (10) The remaining 49% equity interest in Xinshao Dazhong was held by Liang Chengliang, Zhang Zhengfang (張正方), Deng Kaiwen (鄧凱文), Shi Chunxiang (石春香), Li Caifeng, Zeng Qingbiao and Xiong Zhongcai as to 16.5%, 16.5%, 3.5%, 3.5%, 3%, 3% and 3%, respectively. All of such minority shareholders are Independent Third Parties, except for Liang Chengliang, who is the substantial shareholder of Shaoyang Hospital and holds directorships in our subsidiaries in Shaoyang, Hunan Province.



## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (11) The remaining 49% equity interest in Chenzhou Hospital was held by Xiong Zhongcai, Xie Liwen (謝立文), Zhang Chengyuan, Ma Jianqiong (馬建瓊), Zheng Jun and Zeng Qingguang, all of whom are Independent Third Parties, as to 12.4%, 12%, 10.13%, 5.17%, 4.71% and 4.6%, respectively.
- (12) The remaining equity interest in Shaoyang Hospital was held by Liang Chengliang, Zeng Qingbiao, Li Caifeng, Xiong Xueji, Li Zhi'e, Tang Guoxian, He Guiqin, Wang Juanli, Xiong Zhongcai, Tan Jing (譚璟), Yang Pan (楊攀), Li Yuanfeng and Xiao Jingyi as to 14.95%, 8.00%, 6.00%, 5.29%, 4.00%, 2.00%, 2.00%, 1.00%, 1.00%, 1.00%, 0.96% and 0.80%, respectively. All of such minority shareholders are Independent Third Parties, except for Liang Chengliang who holds directorships in our subsidiaries in Shaoyang, Hunan Province. As these subsidiaries on a combined basis are deemed to be a significant subsidiary of our Company from financial perspective, Liang Chengliang is a connected person of our Company.
- (13) The other 17 subsidiaries include:
- (a) Jingzhou Dazhong Keya Dental Out-patient Service Co., Ltd. (荊州市大眾科雅口腔門診有限公司), held by Jingzhou Dazhong and Huang Yi (黃毅), an Independent Third Party, as to 51% and 49%, respectively.
  - (b) Jingzhou Dazhong Dental Jiangjin Out-patient Department Co., Ltd. (荊州大眾口腔江津門診部有限公司), held by Jingzhou Dazhong and Hu Huanhuan (胡歡歡), an Independent Third Party, as to 51% and 49%, respectively.
  - (c) Jingzhou Dazhong Shabei Dental Out-patient Service Co., Ltd. (荊州大眾沙北口腔門診有限公司), a wholly-owned subsidiary of Jingzhou Dazhong.
  - (d) Jingzhou Dazhong Xiangzhang Dental Out-patient Service Co., Ltd. (荊州大眾香樟口腔門診有限公司), held by Jingzhou Dazhong as to 51% and by Yang Yan (楊豔), Chen Jing (陳靜) and Gong Yanhong (龔豔紅), all of whom are Independent Third Parties, as to 29.4%, 9.8% and 9.8%, respectively.
  - (e) Songzi Dazhong Chuxing Dental Out-patient Department Co., Ltd. (松滋大眾楚星口腔門診部有限公司) (“**Songzi Dazhong**”), held by Jingzhou Dazhong and He Haoran (賀浩然), an Independent Third Party, as to 51% and 49%, respectively.
  - (f) Jingzhou Dazhong Dental Daqiao Out-patient Department Co., Ltd. (荊州大眾大橋門診部有限公司), a wholly-owned subsidiary of Songzi Dazhong.
  - (g) Gongan Dazhong Chuxing Dental Out-patient Department Co., Ltd. (公安縣大眾楚星口腔門診部有限公司), held by Jingzhou Dazhong and Huang Wen (黃聞), an Independent Third Party, as to 51% and 49%, respectively.
  - (h) Huarong Dazhong Chuxing Dental Out-patient Service Co., Ltd. (華容縣大眾楚星口腔門診有限公司), held by Jingzhou Dazhong and Huang Zhilong (黃治龍), an Independent Third Party, as to 51% and 49%, respectively.
  - (i) Anxiang Dazhong Chuxing Dental Out-patient Service Co., Ltd. (安鄉大眾楚星口腔門診有限公司), held by Jingzhou Dazhong and Huang Zhilong, an Independent Third Party, as to 51% and 49%, respectively.
  - (j) Jingzhou Dazhong Chongwen Dental Out-patient Department Co., Ltd. (荊州大眾崇文口腔門診部有限公司), held by Jingzhou Dazhong and Gong Yanhong, an Independent Third Party, as to 51% and 49%, respectively.

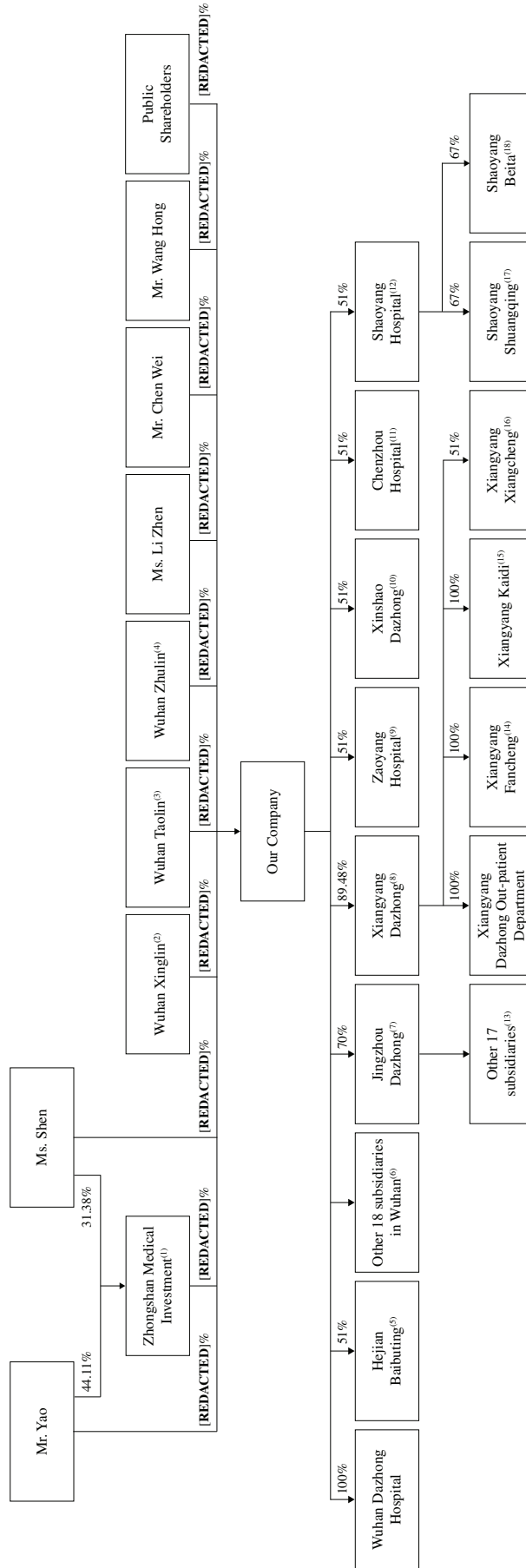
## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (k) Jingzhou Dazhong Huafu Dental Out-patient Department Co., Ltd. (荊州大眾華府口腔門診部有限公司), held by Jingzhou Dazhong and Huang Wen, an Independent Third Party, as to 51% and 49%, respectively.
- (l) Jingzhou Dazhong Dental Dongmen Out-patient Department Co., Ltd. (荊州大眾口腔東門門診部有限公司), held by Jingzhou Dazhong as to 51% and by Xiong Jie (熊杰) and Huang Rong (黃蓉), both of whom are Independent Third Parties, as to 34% and 15%, respectively.
- (m) Shishou Dazhong Chuxing Dental Out-patient Department Co., Ltd. (石首大眾楚星口腔門診部有限公司), held by Jingzhou Dazhong and Liu Jiafu (劉佳福), an Independent Third Party, as to 51% and 49%, respectively.
- (n) Zhongxiang Dazhong Chuxing Wanchang Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星萬昌口腔門診部有限公司), held by Jingzhou Dazhong and Guo Shiming (郭世明), an Independent Third Party, as to 51% and 49%, respectively.
- (o) Zhongxiang Dazhong Chuxing Dongjie Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星東街口腔門診部有限公司), held by Jingzhou Dazhong and Guo Shiming, an Independent Third Party, as to 51% and 49%, respectively.
- (p) Zhongxiang Dazhong Chuxing Yulong Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星禦隆口腔門診部有限公司), held by Jingzhou Dazhong as to 51% and by Zhou Yanhong and Guo Shiming, both of whom are Independent Third Parties, as to 45% and 4%, respectively.
- (q) Jingzhou Dazhong Zhanqian Dental Out-patient Service Co., Ltd. (荊州大眾站前口腔門診部有限公司), held by Jingzhou Dazhong and Wu Di (吳迪), an Independent Third Party, as to 51% and 49%, respectively.
- (14) As of the Latest Practicable Date, Xiangyang Fancheng was wholly owned by Xiangyang Dazhong. Xiangyang Dazhong has entered into an equity transfer agreement to transfer 19%, 15% and 10% equity interest in Xiangyang Fancheng to Peng Chong (彭衝), Wang Sihong (王思宏) and Jiang Songbo (蔣松波), all of whom are Independent Third Parties, respectively. Xiangyang Fancheng is in the process of filing such equity transfer with the company registration authority.
- (15) As of the Latest Practicable Date, Xiangyang Kaidi was wholly owned by Xiangyang Dazhong. Xiangyang Dazhong has entered into an equity transfer agreement to transfer 19%, 15% and 10% equity interest in Xiangyang Kaidi to Peng Chong, Wang Sihong and Jiang Songbo, all of whom are Independent Third Parties, respectively. Xiangyang Kaidi is in the process of filing such equity transfer with the company registration authority.
- (16) The remaining 49% equity interest in Xiangyang Xiangcheng was held by Wuhan Haobochuan Enterprise Management Co., Ltd. (武漢浩博川企業管理有限公司), an Independent Third Party.
- (17) The remaining 33% equity interest in Shaoyang Shuangqing was held by Tan Jing and Huang Ziqian (黃子倩), who are Independent Third Parties, as to 20% and 13%, respectively.
- (18) The remaining 33% equity interest in Shaoyang Beita was held by Yang Pan and Liu Yingzi (劉英姿), who are Independent Third Parties, as to 20% and 13%, respectively.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### Corporate Structure immediately following the [REDACTED]

The following chart sets forth the simplified corporate structure of our Group immediately after the completion of the [REDACTED] (assuming the [REDACTED] is not exercised):



Notes:

(1)-(18) Please refer to corresponding notes to the chart in "[REDACTED]."

---

## BUSINESS

---

### OVERVIEW

We are a leading private dental services provider in Central China, operating an expanding dental service network under the direct chain model in this thriving market. We feature community-focused dental care at customers’ doorstep to be warm, accessible and affordable, dedicated to bringing the general public confident smiles. According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of revenue generated therefrom in 2023. Among all private dental services providers in China, we ranked third in terms of net profit generated in 2023 and ranked fifth in terms of the number of dental institutions in operation as of December 31, 2023. Over the years, we have been focusing our dental services on addressing the mass market demands, maintaining strong presence in densely populated Central China.

Since the establishment of our first dental institution in 2007, we have been pursuing the mission of “promoting oral health of the general public (讓人人享有口腔健康).” We are dedicated to providing our customers with professional dental treatments and oral health management services and have all along adhered to our philosophy of “customer respect, public trust, employee loyalty and shareholder satisfaction (客戶尊崇、公眾信賴、員工擁戴、股東滿意).”

We operate a unique Partnership Program primarily targeting seasoned medical professionals, as well as administrative and marketing talents to underpin the expansion of our dental service network, maintain the cohesion and stability of our core talent team and facilitate our talent echelon development, all of which constitute our competitive advantages in the industry and make our dental service network an ideal entrepreneurial platform for dentists.

Benefiting from our years of efforts to expand our dental service network, the number of our dental institutions increased from 67 as of January 1, 2021 to 81 as of June 30, 2024, including four dental hospitals, 70 dental out-patient departments and seven dental clinics covering eight cities in Hubei and Hunan provinces. Most of our dental institutions are located in or adjacent to local communities, providing dental services to residents with ease of access. In addition, our professional talent echelon led by seasoned dental experts and supported by our Technical Committee (技術委員會) consistently delivers quality dental services with advanced medical capabilities.

Our all-around dental services consist of general dentistry services, implantology services and orthodontics services, addressing diverse oral health needs of customers of all ages. Leveraging our comprehensive service offering, we have accumulated a loyal customer base during the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we served 268,681, 276,310, 296,859, 167,210 and 166,140 customers and recorded 715,444, 708,651, 768,809, 373,227 and 368,891 customer visits, respectively, with average spending per customer visit of RMB532, RMB578, RMB575, RMB572 and RMB554, respectively.

### Our Market Opportunities

Driven by the rising public awareness of oral health and favorable policies, the dental services market in China is expected to witness continual growth in market demand and penetration. According to Frost & Sullivan, the market size of the dental services market in China was RMB144.6 billion in 2023 and is expected to grow at a CAGR of 6.0% from 2023 to 2028, reaching RMB193.2 billion in 2028. In particular, the market size of the private dental services market in China was RMB101.5 billion in 2023 and is expected to grow at a CAGR of 6.6% from 2023 to 2028, reaching RMB139.5 billion in 2028.

---

## BUSINESS

---

The private dental services market in Central China represented 16.9% of the market share of China's private dental services market in 2023, constituting an essential component of the national dental services market, with numerous untapped demands in this densely populated region. According to Frost & Sullivan, the market size of the private dental services market in Central China was RMB17.2 billion in 2023 and is expected to grow at a CAGR of 6.8% from 2023 to 2028, reaching RMB23.9 billion in 2028. As a leading private dental services provider in Central China, we are well positioned to further enhance our market share and competitiveness through our distinctive branding strategy, experienced medical professionals, standardized and refined operational capabilities, as well as pragmatic and balanced expansion approach.

### **Our Financial Highlights**

Benefiting from our highly standardized and refined direct chain model, our profitability stands out among private dental services providers in China, according to Frost & Sullivan.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit margin was 27.3%, 36.3%, 38.1%, 38.1% and 36.6%, respectively. Our net profit attributable to owners of the parent amounted to RMB17.1 million, RMB43.3 million, RMB50.1 million, RMB25.1 million and RMB20.4 million for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, respectively, and our net profit margin was 3.9%, 13.8%, 15.2%, 15.2% and 14.3%, respectively, for the same periods. Our return on equity increased from 14.3% for the year ended December 31, 2021 to 41.2% for the year ended December 31, 2022, and further to 42.8% for the year ended December 31, 2023, primarily due to the continuous increase in our net profit from 2021 to 2023.

We believe our superior management capabilities and direct chain model would steadily contribute to our profitability performance and lay a solid foundation for our future growth.

### **COMPETITIVE STRENGTHS**

We believe that the following competitive strengths contribute to our continuous development and preeminent position in the dental services industry in Central China.

**As a leading private dental services provider operating under the direct chain model in Central China, we are well positioned to fully explore tremendous market opportunities, capitalizing on years of development experience and deep insights into the industry**

*Our operational scale and financial performance stand out among private dental services providers*

As a testament to our industry leading position, we have achieved the following outstanding accomplishments according to Frost & Sullivan:

- ranked first among all private dental services providers in Central China in terms of revenue generated therefrom in 2023;

---

## BUSINESS

---

- ranked third among all private dental services providers in China in terms of net profit generated in 2023; and
- ranked fifth among all private dental services providers in China in terms of the number of dental institutions in operation as of December 31, 2023.

### *Vast dental services market with expanding size and broad unmet demands, creating enormous growth potential*

Driven by the rising public awareness of oral health and favorable policies, both market demand for and market size of dental services in China have been growing. According to Frost & Sullivan, the market size of the dental services market in China was RMB144.6 billion in 2023 and is expected to grow at a CAGR of 6.0% from 2023 to 2028, reaching RMB193.2 billion in 2028. The market dynamics are influenced by the limited supply of qualified dentists, especially those with rich academic knowledge and clinical practice experience, which gives rise to intense competition in acquiring and retaining talents. According to the same source, the number of dentists per million population in China was only 269 in 2023, which was largely lower than that of the developed countries, such as the United States, the European Union and Japan in the same year. Moreover, the distribution of qualified dental professionals remains geographically unbalanced in China. Many private dental services providers are committed to building their own talent cultivation program and focusing on regional markets outside first-tier cities, which play a crucial role in addressing the shortage and unbalanced distribution of dentist resources. With such efforts from private dental services providers, the accessibility and popularity of dental services in China are expected to improve rapidly. The dental services market in Central China has been an essential growth segment of the national dental services market. According to Frost & Sullivan, the market size of the dental services market in Central China is expected to grow at a CAGR of 6.0% from 2023 to 2028, reaching RMB37.8 billion in 2028. In particular, the market size of the private dental services market in Central China accounted for approximately 16.9% of the total market size of the private dental services market in China in 2023, and is expected to grow at a CAGR of 6.8% from 2023 to 2028, reaching RMB23.9 billion in 2028. In terms of revenue generated from Central China in 2023, we commended a market share of 2.6% in the private dental services market in Central China.

We maintain a dominant position in the dental services market in Wuhan with recognized brand awareness, and strategic network coverage extending across Hubei province leading to a prominent network effect, which alongside our highly standardized and adaptable business model enables highly efficient network expansion. Leveraging our in-depth industry insights and years of accumulated experience, we solidify our leading market position in Wuhan while seizing the emerging growth opportunities and continuously amplifying our brand influence in Central China.

---

## BUSINESS

---

### **Centralized and refined operational capabilities of our headquarters empower our dental institutions, ensuring operational efficiency and sustained profitability**

#### ***Advanced digitalization capabilities facilitate data-driven operational analysis and decision-making***

Underpinned by our in-house information technology development capabilities, we have built digital management systems for our dental institutions, which effectively coordinate the front, middle and back-end operations. For instance, our back-end Big Data Analysis System, together with our mid-end operating systems, such as HIS, Supplier System and Fund Management System, digitalize and visualize our operational performance to facilitate optimum resources allocation across our front-end dental service network. In recognition of our strong information technology capability, we have been accredited as a “New High-tech Enterprise (高新技術企業)” since 2020. As of the Latest Practicable Date, we had 25 registered software copyrights, demonstrating our remarkable achievements in digitalization and informatization. Our proprietary information technology systems, such as HIS and BI system, largely enhanced our management of medical records and medical images through digitalizing our dental services, in particular, prosthodontics services, implantology services and orthodontics services. With years of investment in information technology infrastructure, we have established ourselves as a leading dental services provider with digital operation and management capabilities in Central China.

Specifically, our information technology systems effectively monitor operational indicators of our dental institutions in real-time and generate visualized reports for our management’s review and decision-making. Through analyzing our internal operational indicators and comparing with external data such as human traffic and customer traffic, our information technology systems facilitate well-rounded and detailed operational analyses, enabling us to identify features of our top-performing dental institutions and areas for improvement, thereby continuously optimizing our operations and strategies for new establishments and acquisitions.

Our digital management system for dental institutions can achieve unified management of daily business matters such as customer visits, revenue, rental expenses, consumables costs and other expenses, providing strong system support for our daily business management, which help us achieve refined and cost-efficient operations. For instance, our digital systems can provide detailed cost analyses, help us analyze our cost components, provide supporting data for bargaining with lessors and suppliers, allowing us effectively control rental and renovation expenses and procurement costs.

Apart from digitalized dental institution management, we have been digitalizing our dental treatment, customer services and customer relationship management, striving to cultivate professional and convenient service experience throughout the pre-consultation stage, treatment stage and post-consultation stage. Specifically, we utilize advanced systems and technologies to achieve digitalized dental treatment, such as cephalometric analysis systems, digitalized intraoral scanners, chairside precision positioning systems and digital surgical guide technology. The introduction and application of such systems and technologies elevated

---

## BUSINESS

---

diagnosis efficiency and dental practice precision, and improved service efficacy and experience for customers. Meanwhile, our HIS supports digitalized customer management, electronic medical records and pricing management, facilitating our medical professionals to track the treatment history and offer dental treatments precisely and efficiently. We also deployed a SCRM system for better customer acquisition and long-term customer relationship management, delivering customized service experiences while elevating repurchase of our dental services.

### *Community-oriented branding excellence and one-stop service delivery*

Aligning with the national policy of tiered healthcare services and massive unmet demands from residents for accessible oral health management, community healthcare services have become an essential component of private healthcare services in China. According to Frost & Sullivan, the total revenue of private community healthcare services in China reached approximately RMB361.0 billion in 2023, accounting for 31.0% of the total revenue of private healthcare services in China. Due to the nature of dental services, residents generally require frequent visits to offline dental institutions for treatments including implantology services, orthodontics services or preventative dental care. Public dental services providers typically face challenges in responding to customers' demands with accessible and convenient service experience. As a result, private dental services providers in proximity to residents are well positioned to capitalize on significant market potentials arising from the unmet oral health demands in communities. According to Frost & Sullivan, the revenue contributed by dental services accounted for approximately 10% of the total revenue generated from private community healthcare services in China.

Our dental institutions are strategically located in or adjacent to communities, effectively addressing the unmet demands for dental services in the local communities. Following our strategic site selection criteria and utilizing our information technology systems, we conduct comprehensive online and offline market research to thoroughly assess the demographic characteristics, traffic pattern and location of other dental institutions in the surrounding area. As such, most of our dental institutions were established in or adjacent to communities with massive demands for dental services. We have also established clear quantitative criteria on rental expenses and GFA for new dental institutions in different areas, which enables rigorous control over up-front investment and operating expenses during business expansion. Therefore, our dental institutions typically have a GFA ranging from 300 sq.m. to 500 sq.m..

We have implemented a standardized customer relationship management system, with designated staff responsible for customer acquisition, service delivery and follow-up services, aiming to provide a seamless and intimate service experience. We have deployed an advanced SCRM system integrated with our HIS, enabling synchronized customer information for better customer acquisition and customer relationship management. We regularly organize a variety of oral health promotion activities, such as health lectures, science salons, and holiday greetings, maintaining our medical professionals' presence within local communities to optimize customer relationship management and marketing outreach, which facilitates our customer acquisition and retention on a continual basis.



---

## BUSINESS

---

### ***Well-rounded supply chain management and centralized procurement improve our profitability and operational efficiency***

We have established a well-rounded supply chain management system at our headquarters level, standardizing our procurement, utilization and stocking of our dental equipment and consumables and our supplier selection. In pursuit of standardized and organized supply chain management, we coordinate, consolidate and address the procurement demands across our dental service network through our interconnected Supply Chain System, HIS and other online operating systems.

Taking advantage of our long-term stable relationships with suppliers and standardized supply chain management, we gained greater bargaining power to procure quality dental consumables in bulk at favorable prices, pursuing better profitability. Our costs of consumables and customized products as a percentage of our total revenue decreased from 19.9% in 2021 to 17.5% in 2022, and further decreased to 17.0% in 2023. Such percentage decreased to 16.1% in the first half of 2024.

### **Strategic Partnership Program and employee stock ownership platforms motivating high-quality medical professionals and other talents, underpinning our business growth while building our dental service network into a talent entrepreneurial platform**

We respect and cherish the contribution of medical, administrative and marketing talents to the prosperity of our dental service network. We have strategically adopted a Partnership Program to amass and maintain a loyal, professional and motivated talent team.

We adopted our Partnership Program in 2017 to attract and retain seasoned medical professionals as well as administrative and marketing talents, which constitutes an essential and solid foundation of our dental service network’s operation and expansion. Centering around dentists and upholding the principle of “direct chain and direct partnerships (直營連鎖、直接合夥),” our Partnership Program efficiently propels both organic growth and strategic acquisitions, driving network expansion efficiently. Under the Partnership Program, we invite seasoned dental, administrative and/or marketing talents to become minority shareholders of dental institutions, fostering experience sharing and resource coordination, and creating synergistic value propositions between such talents and our organization. As the minority shareholders of the dental institutions, these talents are actively involved in the daily operation and management, ensuring strategic alignment with institutional growth objectives. Beyond salaries and performance-based bonuses, participating dentists receive dividend payments proportionate to their shareholdings, which largely enhances their sense of belonging and motivation, while securing the stability of our talent team, especially the seasoned dentists. Our Partnership Program has become an ideal entrepreneurial platform for dentists. With win-win cooperation mechanism and confidence to our long-term growth, such talents deeply participate in the daily operations and spend unwavering efforts in deploying their expertise and strengths in dental treatment, corporate management or marketing and promotion. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from those dental institutions with dentists as the minority

---

## BUSINESS

---

shareholders amounted to RMB93.0 million, RMB120.5 million, RMB147.6 million, RMB66.4 million and RMB79.3 million, representing 24.4%, 29.4%, 33.4%, 31.1% and 38.8% of our total revenue for the same periods, respectively.

We also initiated employee stock ownership platforms to incentivize our management and employees, including those outstanding dentists, and enhance their stickiness to our dental service network. See “History, Development and Corporate Structure — Our Major Corporate Development.”

We believe a stable echelon of talents leads to smooth cooperation among medical professionals as well as effective support from administrative and marketing staff during daily operations, which enables us to offer trustworthy dental services with consistent service quality. This ultimately contributes to customer satisfaction, accumulated customer trust and long-term prosperity of our dental service network.

### **Well-established scalable and replicable business model benefiting from organic growth and strategic acquisitions**

#### *Preeminent profitability among private dental services providers*

Our highly standardized and refined operations under the direct chain model contribute to our leading profitability among private dental services providers in China. Among all private dental services providers in China, we ranked third in terms of net profit generated in 2023.

Our remarkable profitability is attributable to our centralized and refined management capabilities. We have implemented differentiated and effective internal management measures for dental institutions in different operational scales, locations and development stages. To make the best use of medical resources, we allocate personnel and equipment for different dental institutions based on their actual metrics including GFA, average monthly income, number of customers and customer visits to maximize human resource and equipment efficiency. Such meticulous business management has been proven to be valid and effective during years of operations, which laid a solid foundation for our future expansion.

---

## BUSINESS

---

### ***Robust organic growth momentum in newly established dental institutions***

We have accumulated rich experience in establishing new dental institutions during the Track Record Period. Our new dental institutions established during the Track Record Period generally have a GFA of 300 sq.m. to 500 sq.m. and it generally took approximately three to four months at the soonest from site selection to commencement of operations, which was largely shorter than the industry average of approximately nine to 12 months, according to Frost & Sullivan, primarily due to the close and efficient collaboration among our departments under our centralized management system. Substantially all of the dental institutions we established during the Track Record Period achieved significant growth in both revenue and profitability, with a monthly breakeven period of approximately five to seven months on average. The monthly breakeven period of our new dental institutions has been shortened in recent year, primarily due to (i) the reduced procurement costs of dental consumables following the implementation of national centralized procurement policies; and (ii) our more efficient customer acquisition benefiting from our strengthened brand influence. In particular, three of our new dental institutions established in 2023 even reached their monthly breakeven point in their first month of operations. According to Frost & Sullivan, it usually takes around one to two years for a new dental institution to reach the monthly breakeven point in Central China.

### ***Proven track record in strategic acquisitions***

Apart from establishing new dental institutions, we have also successfully acquired a number of dental institutions and integrated into our dental service network. Historically, we proactively pursued acquisition opportunities and successfully completed several acquisitions. For instance, in 2019, we acquired Zaoyang Hospital, which recorded continuous increase in both revenue and gross profit thereafter. Our revenue derived from Zaoyang Hospital increased from RMB7.0 million in 2021 to RMB7.4 million in 2022, and further to RMB8.7 million in 2023. Such revenue increased from RMB3.8 million in the first half of 2023 to RMB4.2 million in the first half of 2024. Furthermore, in 2020, to strengthen our presence in Central China, we acquired Jingzhou Dazhong and Hejian Baibuting. Taking advantage of our experience and efforts in integrating brand, customers and dentist resources, the acquired dental institutions recorded continuous growth in both revenue and profitability since our acquisition. In particular, from 2021 to 2023, the revenue of Jingzhou Dazhong and Hejian Baibuting increased at a CAGR of 17.0% and 14.2%, respectively, while the gross profit of these dental institutions increased at a CAGR of 74.5% and 36.9%, respectively. From the first half of 2023 to the first half of 2024, the revenue of these dental institutions increased by 1.3% and 0.9%, respectively, while the gross profit of these dental institutions increased by 36.1% and 9.8%, respectively.

---

## BUSINESS

---

- *Standardized and systematic acquisition target evaluation.* We implement standardized and systematic due diligence and evaluation process to identify acquisition targets with a proven track record that can adapt to our standardized management. We strategically concentrate on geographic regions with mass unmet demands for dental services, and closely monitor the market competition and the availability of qualified dental service resources in the relevant regions. Following our well-established criteria, we conduct thorough due diligence on the financial and operational performance of the acquisition targets and comprehensively assess their existing medical resources, such as GFA, the number of dental chairs and the development of dental specialties.
- *In-depth post-acquisition integration to promote in-network synergies.* After acquisitions, we devote efforts in standardizing the management and enhancing the operational efficiency of the newly acquired dental institutions, pursuing in-depth integration rather than simple financial consolidation. We continuously integrate the acquired dental institutions in various aspects, such as supply chain consolidation, staff training, cultural alignment and unified management system, ensuring the acquired dental institutions can be effectively integrated into our dental service network and overall development. We then optimize the operations of acquired dental institutions through digitalizing information technology systems, and centralizing financial settlement to the headquarters level. Additionally, our Technical Committee provides technical supports for the daily operations of the acquired dental institutions in order to supplement their medical resources and elevate their medical skills. Our centralized management and meticulous cost control measures at the headquarters level constantly optimize the acquired dental institutions' financial and operational performance.
- *High-quality expansion empowered by our direct chain model.* There are numerous private participants in the private dental services industry in China. According to Frost & Sullivan, the number of private dental institutions in China amounted to approximately 94.7 thousand in 2023, among which less than 3.0% of dental institutions achieved direct chain operations. Compared to the few dental services providers operating under the direct chain model, the remaining private dental services providers in China are mainly standalone dentist practice with lower compliance standard and weak competitiveness and profitability. Benefiting from the rapid growth of the private dental services market in China, we are poised to further increase our market share and entrench our competitive advantages by expanding our dental service network under the replicable and standardized direct chain model and seizing tremendous growth opportunities in the thriving market.

---

## BUSINESS

---

### **Preeminent professional talent echelon led by renowned dental experts, with medical technologies as our core competitiveness**

#### *Well-established Technical Committee underpinning the advancement of our medical technologies*

Since our inception, we have attracted a number of renowned dental experts to join our dental service network and work with us, including renowned chief experts with abundant clinical experience and management expertise. Led by chief experts, we also established a Technical Committee and its subcommittees, which enrich our medical resources and contribute to our trustworthy service quality. Together with its three subcommittees, the Technical Committee serves as our highest academic organization, propelling our technology innovation and advantageous specialty development. Multiple experts with remarkable academic contributions in the field of dentistry and/or rich experience in clinical practices have been gathered in such committee to advise on our technology innovation and offer training sessions. They also from time to time conduct on-site visits to our dental institutions, conduct joint consultations and give technical guidance, which activates the innovation and application of advanced technologies in our dental service network, strengthens our capabilities to deal with miscellaneous oral diseases or complex dental procedures while propelling the development of our dental specialties. See “— Medical Professionals — Our Technical Committees” for details of the composition of our Technical Committee and its subcommittees.

The robust technological support from our Technical Committee enables us to offer reliable and satisfied dental services. We prioritize treatment efficacy and safety during the whole dental diagnosis and treatment process, requiring all of our dental institutions to strictly adhere to our quality management system. Under our “three-level and four-tier” quality management system, our Quality Safety Management Committee (質量安全管理委員會) collaborates closely with our Medical Center (醫療中心) and dental institutions to improve service experience for customers and make our dental services more secure and reliable. See “— Medical Quality Control — Systematic Quality Management System” for details.

High-quality services and trustworthy quality control capabilities led to high customer satisfaction and reputable brand image in the industry. The total number of customer complaints we experienced during the Track Record Period only accounted for approximately 0.01% of the total customer visits to our dental service network, significantly lower than the industry average of approximately 1.0% during the same period, according to Frost & Sullivan. See “Business — Compliance and Legal Proceedings — Legal Proceedings — Medical Claims Solved through Mediation.”

---

## BUSINESS

---

### *Concentrating on the development of talent echelon and cultivating general dentists with strengths in advantageous specialties*

Underpinned by the collaboration of subcommittees of our Technical Committee, we have built a comprehensive dentist cultivation system that offers personalized and targeted training programs for dentists with different lengths of dental practice and diverse backgrounds recruited by us through different channels, improving their technical proficiency while enhancing our service capacity. We encourage chief dentists, associate-chief dentists and technical administrators practicing at our dental service network to expand their expertise beyond their primary specialties, guiding them to become excellent dentists with holistic dental expertise and strengths in selected specialties. This approach enables us to become comprehensive dental services provider with advantageous specialties. We also continuously recruit seasoned dental experts to expand our Technical Committee.

Cultivating dentists with multifaceted dental expertise and specialized skills and developing both the service spectrum and advantageous specialties of our dental institutions enable us to address diverse oral health demands from residents of different ages and health conditions, while showcasing the technical prowess and unique expertise of dentists practicing at our dental service network.

We provide dentists with diverse professional development opportunities and clear career advancement ladder. We offer regular vocational trainings, case discussions and various academic communication activities. We also organize medical professionals to participate in the joint consultation of complex cases, and advise on their career development and clinical practice. Furthermore, we are committed to technology innovation and its clinical application. As of the Latest Practicable Date, we had 10 registered utility model patents, which were material to our business, demonstrating our contributions to continuous advancements and innovations in the dental services industry in China.

With our long-standing dedication to developing talent echelon and cultivating dentists, we have amassed a group of excellent dentists in our dental service network. Among all dentists practicing at our dental service network as of June 30, 2024, over 26% of dentists had over ten years of industry experience as of the same date. As of June 30, 2024, dentists with qualifications at mid-end or above level accounted for over 55% of the total number of dentists practicing at our dental service network, which surpassed the industry average level, according to Frost & Sullivan. Our comprehensive development system and ample growth opportunities enable us to retain high-caliber dentists and serve our growing customer base with superior dental services.

---

## BUSINESS

---

### **Unified management led by visionary and experienced management team utilizing outstanding professional and managerial expertise**

We adopt a direct chain model with unified operation philosophy, operational management, service standards and brand image across our dental service network, where customers trust us, our medical professionals and services. Under our direct chain model, we have established a well-rounded centralized management structure from headquarters level to institutional level, covering multifaceted committees, centers, divisions and departments. See “— Our Unified Management of Direct Chain — Centralized Management with Tiered Responsibility.”

From our headquarters level, we coordinate the medical resources and efficiently optimize resource allocation to pursue high operational efficiency and cost-effectiveness across our dental institutions. Such tiered and standardized management promotes clear allocation of responsibilities and precise risk control, enabling us to effectively manage our broad dental service network and achieve healthy development.

### ***A management team with superior expertise, experience and industry insights***

All of our key management personnel have expertise in healthcare or management, as well as extensive experience in corporate management and a successful track record in starting multiple new businesses. Meanwhile, our mid-level management personnel have strong execution capabilities. With accumulated theoretical knowledge and rich practice experience through systematic management training and daily operations, our mid-level management personnel also contribute to the effective management.

We believe that our success is in part attributable to our visionary and experienced management team that has strong operational capabilities and outstanding academic backgrounds.

In particular, the chairman of the Board, Mr. Yao, has profound industry knowledge and insightful observations in the healthcare industry with over 30 years of experience in business operations and corporate management. Mr. Yao previously held managerial roles at Xi’an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司), Zhuhai United Laboratories Co., Ltd. (珠海聯邦製藥股份有限公司) and Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司). Mr. Yao also served in various public and association roles, such as a member of the Fifth Council of the Chinese Stomatological Association (中華口腔醫學會) and a deputy to the Fifteenth People’s Congress of Wuhan City and the Fourteenth People’s Congress of Wuhan City. Mr. Yao is currently the vice president of the Sixth Council of Hubei Stomatological Association (湖北省口腔醫學會) and the vice chairman of the Pharmaceutical Profession Association of Hubei Province (湖北省醫藥行業協會). Mr. Yao was recognized as an outstanding member of Committee of the Chinese People’s Political Consultative Conference of Hubei Province (中國人民政治協商會議湖北省委員會).

---

## BUSINESS

---

The vice chairman of the Board and our general manager, Ms. Shen, has over 30 years of experience in the healthcare industry and corporate management. Ms. Shen previously held managerial roles at Xi'an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司), Zhuhai United Laboratories Co., Ltd. (珠海聯邦製藥股份有限公司), Hubei Pukang Pharmaceutical Co., Ltd. (湖北普康醫藥有限公司), Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) and Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司). Ms. Shen held positions at several public offices and associations throughout her career. She was a member of the Sixth Council of the Chinese Stomatological Association (中華口腔醫學會) and the vice director of the Private Dental Medical Branch of the Chinese Stomatological Association (中華口腔醫學會民營口腔醫療分會), a standing member of the Sixth Council of Hubei Stomatological Association (湖北省口腔醫學會) and a deputy to the Sixteenth People's Congress of Wuchang District (武昌區第十六屆人民代表大會). Ms. Shen was recognized as an outstanding member of Committee of the Chinese People's Political Consultative Conference of Wuchang District (中國人民政治協商會議武昌區委員會).

In addition, our executive Director and vice general manager, Mr. Guo Jiaping (郭家平), has deep professional knowledge and a reputable track record in the dental services industry of over 30 years. Mr. Guo mainly focuses on the medical management, clinical work and professional training in our dental service network. Before joining our Group, Mr. Guo was the chief physician in the clinical dentistry department of the predecessor of The General Hospital of Central Theater Command of Chinese People's Liberation Army (中國人民解放軍中部戰區總醫院). He had held a number of positions in professional associations at both national and provincial level.

See “Directors, Supervisors and Senior Management — Board of Directors — Executive Directors” for further details of their biographies.

Moreover, our senior consultant, chief expert of our Technical Committee and the honorary chief executive administrator of our Wuhan Dazhong Hospital, Mr. Zhou Xianlue (周先略), is primarily responsible for providing suggestions for our dental operations as well as guidance for our clinical practice. Mr. Zhou has rich expertise in oral implantology and maxillofacial surgery. With over 40 years of extensive experience in dental clinical practice and research, he has published over 50 academic papers and two books in the field of dentistry. He has gained Hubei Provincial Science and Technology Progress Awards (湖北省科學技術進步獎) several times for his research achievements. Mr. Zhou has been recognized as Expert with State Council's Special Allowance (國務院特殊津貼專家). He had held multiple positions in professional associations at both national and provincial level.

We believe that the diverse experience and expertise of our management team in healthcare, legal affairs, finance, and business operations will continue to drive our future growth trajectory and optimize our corporate strategy and management model. Under the leadership of our visionary and experienced management, we are constantly expanding our business to become a leading private dental services provider in China.



---

## BUSINESS

---

### BUSINESS STRATEGIES

We intend to implement the following strategies in pursuit of our vision.

#### **Reinforce our dominant position in Central China, consistently increase our market share, and expand our dental service network through establishments and acquisitions**

##### *Establish new dental institutions to enhance our brand influence in Central China*

- *Entrench our dominant position in Wuhan.* We have been preparing for establishing new dental institutions in Wuhan. As of the Latest Practicable Date, we were in the process of site selection for such new establishment and had already identified certain suitable locations. Aligning with the market dynamics and overall development pace, we will continue to open new dental institutions to elevate our market share and competitiveness in the local market. To achieve this, we will designate a dedicated team to further optimize medical resource allocation and improve return on investment. Through establishing new dental institutions in Wuhan, we expect to further enhance our network coverage therein and foster synergies among dental institutions. We maintain a prudent approach for establishments and avoid significant up-front capital investment, while targeting profitability in their first month of operations.
- *Explore market opportunities in the third- and fourth-tier cities in Hubei province.* We will continue to observe market opportunities in the third- and fourth-tier cities across Hubei province, further exploring market opportunities and addressing the unmet demands from local residents. Following our well-established internal procedures and criteria for new establishment, we prioritize densely populated regions with a stable customer base and available medical professionals. We expect to establish a viable business model accommodating to the dental services market in the third- and fourth-tier cities, utilizing our operational and managerial expertise to capture the untapped market opportunities while diversifying our revenue sources by of region.
- *Expand into markets outside Hubei province.* We will expand our dental service network into other cities in Central China by establishing new dental institutions in or adjacent to communities, developing our brand presence across Central China. We plan to expand to such markets mainly through joint ventures with seasoned dentists under our Partnership Program to rapidly increase our market share and penetration.

##### *Expand market coverage and prudently evaluate acquisition targets in appropriate geographic regions*

We will continue to identify and evaluate potential acquisition targets in Central China, pursuing opportunities that meet our acquisition criteria and align with our development strategies at an appropriate pace and with reasonable considerations.

---

## BUSINESS

---

Based on thorough market research, due diligence and prudent target evaluation, we carefully select acquisition targets in accordance with our established standards and internal procedures. During internal assessment, we generally focus on the acquisition targets’ profitability, stability of existing medical resources (especially dentists), growth potential, cultural alignment, and network synergies.

See “— Our Future Expansion” for details of our future expansion through both new establishment and acquisition.

We maintain stringent performance monitoring of newly established or acquired dental institutions. We seamlessly integrate such dental institutions into our existing dental service network under the direct chain model and strengthen vertical management supervision at the headquarters level. Our Partnership Program and “three-level and four-tier” quality management system help us systematically and effectively monitor their service quality.

### **Persistently improve our dental service capabilities, cultivate advantageous specialties and develop our Technical Committee to optimize dental technologies and empower the professional growth of dentists**

Adhering to the spirit of “rooted in medical and driven by technology (醫療本源、技術驅動),” we seek to solidify the standardization of our quality control system, delivering reliable and safe dental services to our customers. We will further improve our quality control management system, timely upgrade our internal measures and protocols to adapt to industry development, optimize our organizational structure and offer training sessions for our quality management personnel to ensure operational excellence.

We will also reinforce our talent cultivation and systematic training for medical professionals. Through comprehensive training programs, we expect to further enhance our dental technologies. We will develop a tutoring system, where experienced dental experts provide clinical and research guidance to young talents to continually improve their theoretical knowledge and clinical capacity, thereby raising the overall quality of our dental services. Apart from internal cultivation, we plan to expand our medical professional team through diverse recruitment channel, including campus recruitment at prestigious institutions, targeted online social recruitment for personnel with work experience and professional referral programs. We will be gradually elevating our recruitment standards on a larger scale, particularly focusing on graduates of resident standardization training and postgraduates for clinical training from top universities. We will also recruit excellent undergraduates from other universities to expand our talent pool. Additionally, we will continue to enhance the promotion system for medical professionals, providing them with promising welfare and long-term career development opportunities.

---

## BUSINESS

---

Moreover, we will upgrade dental equipment and learn the latest technological development in the dental services industry. By adopting new technologies, advanced equipment and dental materials, we expect to optimize the efficiency and effectiveness of our dental diagnosis and treatments, ultimately improving customers' satisfaction and our competitiveness.

Furthermore, we highly value our dentist resources, which we consider are the essential cornerstone for the long-term development of our dental service network. We place great importance to attracting, recruiting, cultivating and retaining dentists practicing at our dental service network. We plan to further incentivize medical professionals through developing our Partnership Program. We strive to offer clear career trajectories, establish systematic talent cultivation mechanism and optimize remuneration structures for such medical professionals. We will develop our Partnership Program, design and implement long-term equity incentive plans and talent retention programs, with the aim to foster "co-creation, co-win and co-share (共創共贏共享)" culture with key medical professionals. We believe these sustainable mechanisms not only attract and retain seasoned medical professionals but also provide offer such medical professionals a promising platform for personal advancement.

### **Strengthen our brand building and boost our brand influence by enhancing customers' service experience and satisfaction**

#### ***Strengthen customer acquisition in communities and accurately reach potential customers in the local area***

We are committed to deepening our penetration into the communities through serving more residents with trusted and accessible dental services. With a strategic focus on communities with high population density, we plan to regularly organize brand promotion activities, such as free dental consultation services and health lectures for the enterprises and schools located in or adjacent to communities. Such proactive participation allows us to gain a deeper understanding of customer needs, while elevating our brand awareness and service penetration in the communities.

#### ***Diversify promotion channels***

We will diversify our promotion channels to attract customers both online and offline, strengthening our brand influence and boosting our reputation among potential customers and medical professionals. We believe diverse brand promotion approaches, coupled with enhanced customer acquisition capabilities, will drive sustainable expansion of our dental service network.

#### ***Enhance customer service experience***

We cherish customers' trust in us and spare no efforts to create satisfied customer experience. Looking forward, we expect to further upgrade service experience throughout our whole service process, covering pre-consultation stage, treatment stage and post-consultation stage, offering customers intimate and coherent service experience. We seek to enhance customer satisfaction through various aspects, such as comfortable treatment environment, advanced diagnosis and treatment facilities and shortened waiting time. We plan to designate oral health management consultants in our dental institutions to enable personalized interaction and customized service experience, thereby increasing customer retention and customer loyalty.

---

## BUSINESS

---

### **Strive to accelerate our digitalization and informatization to empower our business development**

#### ***Digitalized diagnosis and treatment***

We aim to propel the digitalization of the entire service process, mainly covering electronic medical records, digitalized diagnosis and treatment and online customer relationship management. Utilizing our integrated information technology systems, we endeavor to offer one-stop data-based treatment solutions accommodating to individual customer's oral health condition and personal preference.

- *Digitalized information management.* We plan to use various digital tools to enhance our digitalization. Through advanced digital platforms, we systematically collect and archive medical information, ensuring standardized record management. Based on the comprehensive patient history records, we are able to deliver streamlined service with personalized treatment protocols and real-time patient access to medical records.
- *Digitalized clinical technologies.* We will leverage digital analysis technologies to tailor our dental services and develop the optimal treatment plans for customers.
- *In-house big data analysis and application capabilities.* In the future, we expect to deploy an advanced platform to assess and identify potential oral health issues for customers through in-depth analyses on historical medical records. Such platform will assist dentists in assessing the severity and specific type of oral diseases and designing personalized treatment plans.

#### ***Digitalized management***

In pursuit of digitalized and modern management, we plan to further propel the integration of our information technology systems with data-based operational risk management. We have been utilizing a matrix of information technology systems to visualize our operational and financial performance and facilitate our management's data-based decision making. We expect to further digitalize our information collection process and develop our big data operational risk management. This helps our management understand our dental institutions' business performance on a real time basis, thereby improving our service quality, customer experience and internal control.

We expect to further develop our information integration capabilities and benefit from modern and digitalized management. Informative reports on operational and financial performance are crucial for decision-making and modern management. We will further elevate the information integration and analysis function of our information technology systems, leveraging data-based analysis to rationalize our business plans and timely adjust our operational and financial management.

## BUSINESS

### *Digitalized marketing*

We plan to upgrade our information technology systems to enhance marketing data analysis capabilities, explore collaboration with third-party online platforms to reach more targeted customers and continuously expand our customer base effectively and cost-efficiently.

### **OUR DENTAL SERVICES**

Adhering to the spirit of “rooted in medical and driven by technology (醫療本源、技術驅動),” we are committed to delivering trustworthy and accessible dental services to address customers’ diverse needs along their life path through our broad dental service network across Central China.

Since the establishment of our first dental institution in 2007, we have established ourselves as a high-quality dental services provider with abundant technologies, expertise and experience accumulated across all dental specialties. Over the years, we have been strategically focusing our dental services on addressing the mass market demands, maintaining strong presence in communities throughout densely populated Central China. We amass and integrate medical resources through the direct chain model, and efficiently reach and serve customers of diverse demographics through our broad dental service network, addressing their diverse oral health needs. With experienced dentists and advanced technology, we endeavor to provide comprehensive and customized dental services catering to customers’ personal conditions, creating a convenient and intimate service experience.

We provide customers with a comprehensive range of dental services, including general dentistry services, implantology services and orthodontics services. The following table sets forth a breakdown of our revenue by business line for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue
General dentistry services . . .	203,796	53.5	212,526	51.9	237,088	53.7	117,318	55.0	110,778	54.2
Implantology services . . .	107,799	28.3	116,728	28.5	122,984	27.8	61,283	28.7	59,831	29.3
Orthodontics services . . .	69,155	18.2	80,190	19.6	81,769	18.5	34,758	16.3	33,940	16.5
<b>Total . . . . .</b>	<b><u>380,750</u></b>	<b><u>100.0</u></b>	<b><u>409,444</u></b>	<b><u>100.0</u></b>	<b><u>441,841</u></b>	<b><u>100.0</u></b>	<b><u>213,359</u></b>	<b><u>100.00</u></b>	<b><u>204,549</u></b>	<b><u>100.0</u></b>

---

## BUSINESS

---

### General Dentistry Services

General dentistry services generally refer to oral preventive care, treatment of regular oral diseases, and restorative services, encompassing full process from prevention, diagnosis to treatment, with the aim to provide customers with a one-stop oral health solution. As a customer-centric dental services provider located in densely populated areas and adjacent to communities, we focus on the daily oral health of our customers. Through regular oral health management and early intervention of dental diseases, we help customers mitigate the risks of worsening symptoms and avoid costly treatments of serious diseases. As healthy teeth and gums improve the comfort, appearance and confidence of customers, we believe regular oral health management not only tackles customers' basic and general dental problems but also enhances their overall quality of life.

Our general dentistry services mainly cover (i) prosthodontics; (ii) oral medicine; (iii) oral surgery; and (iv) pedodontics.

- ***Prosthodontics.*** Prosthodontics is a specialty of dentistry that provides diagnoses and treatments on tooth defects, tooth loss and maxillofacial defects. Our prosthodontics services aim to restore customers' oral function and aesthetics through various restorative methods, thereby improving their life quality. Particular treatment methods are typically determined by customers' specific conditions and demands, based on dentists' professional diagnosis. Our prosthodontics services encompass restoration of dental defects, restoration of tooth defects, restoration of tooth loss, periodontal disease-related restoration, maxillofacial defect restoration, cosmetic restoration, implant restoration, digital prosthodontics, occlusal reconstruction, and restoration supported by multidisciplinary collaboration. Our prosthodontic treatments are characterized by minimally invasive treatments, high aesthetics standards, and commitment to providing natural-looking, comfortable and lasting results. The main dental equipment and consumables used in our prosthodontic treatments include electronic facebows, intraoral scanners, dental impression materials, dental crowns, dental bridges and dentures. Typically, our prosthodontics services take two weeks to two months, depending on the types of denture, materials used, customization required and technology involved.
- ***Oral medicine.*** Oral medicine is a specialty of dentistry that deals with the most common oral diseases, including teeth hard tissue diseases, pulp diseases, periapical diseases, periodontal diseases and oral mucosal diseases. Oral medicine aims to preserve the original organs and maintain their natural functions. Our service offerings mainly include root canal treatments, root canal retreatments, dental filling, microscope-assisted root canal treatments, aesthetic filling for anterior teeth and painless teeth cleaning. The main dental equipment and consumables for our oral medicine services include dental microscopes, intraoral scanners, ultrasonic dental cleaners, endodontic files, root canal irrigants, resins and dental scalers. The duration of our oral medicine services varies from one day to approximately 10 days, depending on the severity of diseases, complexity of treatment procedure and technological requirements.

---

## BUSINESS

---

- **Oral surgery.** Oral surgery is a specialty of dentistry that deals with the diagnosis and surgical treatment of diseases, injuries and defects of mouth, jaw, and associated facial structures. Our oral surgery typically covers painless tooth extraction, minimally invasive tooth extraction, extraction of complex impacted teeth, alveolar surgery, surgical correction of oral developmental deformities and removal of maxillofacial cysts. The main dental equipment and consumables for our oral surgery typically consist of surgical drills, minimally invasive dental elevators, dental forceps, scalpels, retractors, sutures, along with anesthetics, gauze, etc.
- **Pedodontics.** Pedodontics is a specialty of dentistry that focuses on the diagnosis and treatment of oral health issues of children. Our pediatric dental services include dental examinations, preventative teeth treatments, cavity fillings and other routine dental services accommodating the unique needs of children. Our pediatric dental services focus on both prevention and treatment, fostering good oral health habits through effective communication with children and their parents. During treatment, medical professionals pay special attention to children's physical growth stages, psychological state and behavioral patterns, to ensure the safety and effectiveness of dental treatment. We typically use dental equipment and consumables tailored to children's teeth, such as pedodontics forceps, pediatric brackets and bands, as well as other general dental equipment and consumables during the provision of pedodontics services. We also provide treatment rooms and play areas designed for children, featuring cartoon decorations and child-friendly interactive methods to help anxious children relax during dental treatment.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we had 540,269, 520,961, 549,907, 273,114 and 258,240 customer visits to general dentistry services, respectively and the average spending per customer visit to general dentistry services was RMB377, RMB408, RMB431, RMB430 and RMB429, respectively, for the same periods.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from general dentistry services amounted to RMB203.8 million, RMB212.5 million, RMB237.1 million, RMB117.3 million and RMB110.8 million, respectively, representing 53.5%, 51.9%, 53.7%, 55.0% and 54.2%, respectively, of our total revenue for the same periods.

### **Implantology Services**

Implantology is a specialty of dentistry that deals with the tooth replacement, which involves implanting artificial teeth root (implants) into the alveolar bone to support the restoration of missing teeth. Our implantology treatments utilize different types of dental equipment and consumables, mainly including cone beam computed tomography machines, implant machines, ultrasonic bone scalpels, implant membrane tacks, implant fixtures, bone grafts, abutments, drills and other dental tools for implants. Our implantology services aim to

---

## BUSINESS

---

provide customers with a teeth replacement solution with implants that are nearly identical to natural teeth in function and aesthetics. Through precise surgery and professional care, we can achieve successful implantation with long-term stability of the implants.

We apply multiple advanced implantology technologies, such as robotic-assisted implant, digital surgical guide technology (數字化導板技術), dynamic navigation technology (動態導航技術), the All-on-4 implant, and V-II-V technique. These technologies enhance the precision, efficiency and success rate of implantology procedures, thereby improving service experience and customer satisfaction. In particular, the All-on-4 implant and V-II-V technique enable immediate implant placement and restoration, while preserving oral soft tissues and bone tissues, minimizing surgical trauma and shortening the whole treatment procedure.

- ***Digital surgical guide technology.*** Digital surgical guide technology is an auxiliary tool used in dental implant surgery, designed based on customers' three-dimensional oral data (such as CT data, dental arch data, etc.) and manufactured using three-dimensional printing technology. We utilize digital surgical guide technology to design and fabricate custom guide for our dental implant surgeries. Such custom guides help medical professionals precisely place the implants according to pre-planned locations, improve implant accuracy, achieve optimal alignment, and minimize surgical risks for our customers.
- ***All-on-4 implant.*** All-on-4 implant technology is an advanced dental implant technology that restores edentulous arch by implanting four implants in the upper or lower jaw. We adopt the All-on-4 implant technology to provide fixed dentures with greater comfort and convenience for edentulous customers. Compared with the traditional treatment methods, All-on-4 implant technology uses only four implants to support the arch restoration, eliminating the need for bone grafting, largely shortening the treatment time and achieving immediate and ideal implant results.
- ***Robotic-assisted implant.*** Our innovative robotic-assisted implant is guided by digital surgical guides and infrared optical positioning. We are committed to improving the implant surgery process, by using robotic systems to assist dentists in placing implants based on comprehensive oral data analysis and well-designed implant plans, minimizing incisions and optimizing positioning. As an emerging high-precision technology that integrates computer-aided design, computer-aided manufacturing, robotics and three-dimensional imaging to achieve precise implant placement, robotic-assisted implant technology enhances surgical accuracy, reduces operation time, improves customers' comfort during treatment and lowers the risk of complications.



---

## BUSINESS

---

- ***Dynamic navigation technology.*** Leveraging clinical image visualization and spatial coordinate system positioning, dynamic navigation technology provides medical professionals with real-time and precise guidance during dental implant surgeries. Through dynamic navigation, medical professionals can observe real-time progress of the procedure on the monitor, monitor the movement of surgical instruments in real-time and make efficient adjustments on implant placement, which provides flexibility and improves accuracy during implant process, allowing customers to enjoy reliable and sophisticated implantology services.
- ***V-II-V technology.*** We employ V-II-V technology during implantology services. Specifically, we leverage vertical and angled implantology approaches, as well as trans-pterygoid approaches to provide implantology services for edentulous customers with severe maxillary bone defects. This reduces the challenges associated with complex bone augmentation, while shortening the time length of implantology procedures.

Our implantology services generally last for three months to 12 months, depending on the severity of bone loss, bone density and quantity, number of implants, type of techniques, the complexity of the surgical procedure, customization of the prosthesis, such as crowns or bridges, and technological involvement.

### *National Centralized Procurement*

In recent years, the PRC government has been propelling the centralized procurement of dental implants and strengthening the pricing supervision of dental institutions' implantology services, with the aim to rationalize and promote the transparency in the pricing of dental implantology consumables and services across the dental services industry in China. In September 2022, the National Healthcare Security Administration (國家醫療保障局) promulgated the *Notice of the National Healthcare Security Administration on Conducting Special Governance of Medical Service Charges and Consumable Prices for Dental Implants* (《國家醫療保障局關於開展口腔種植醫療服務收費和耗材價格專項治理的通知》). Since then, the government authorities at both national and provincial level issued a series of policies on effectively implementing centralized procurement and pricing management for dental implants. See “Regulatory Overview — Regulations on the Reform of Medical Institutions — Notice on Conducting Special Governance of Medical Service Charges and Consumables Price for Dental Implants.”

For further details of centralized procurement policies, see “Regulatory Overview — Regulations on the Reform of Medical Institutions.”

---

## BUSINESS

---

These policies enhanced the general public awareness and willingness to seek implantology services at dental institutions. We have witnessed increasing number of customers gaining access to affordable dental services. These policies have also reduced our procurement costs of implants. Following the implementation of centralized procurement policies, we timely adjusted the prices of our implantology services to remain competitive in May 2023. Taking advantage of our comprehensive dental specialty deployment, improving resource utilization efficiency, as well as the centralized management and economies of scale of our service network, we expect to mitigate the negative impact of these policies on our overall profitability.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, the number of customer visits to our implantology services amounted to 52,086, 59,763, 78,759, 36,093 and 42,914, respectively and the average spending per customer visit to implantology services was RMB2,070, RMB1,953, RMB1,562, RMB1,698 and RMB1,394, respectively, for the same periods.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from implantology services amounted to RMB107.8 million, RMB116.7 million, RMB123.0 million, RMB61.3 million and RMB59.8 million, respectively, representing 28.3%, 28.5%, 27.8%, 28.7% and 29.3%, respectively, of our total revenue for the same periods.

### **Orthodontics Services**

Orthodontics is a specialty of dentistry that focuses on the diagnosis, prevention and treatment of dental and jawbone developmental abnormalities. These abnormalities include misaligned teeth, abnormal occlusion and irregularities in the size, shape and position of the jawbone. As an important specialty of dentistry, orthodontics not only focuses on the aesthetic alignment of teeth but also, more importantly, aims to restore and maintain normal function of mouth, such as chewing, speaking and facial aesthetics. Our orthodontic treatments use a range of dental equipment and consumables, mainly including metal brackets, ceramic brackets, clear aligners and other appliances.

---

## BUSINESS

---

During the orthodontics services, the dentist chooses one or more fixed or removable dental braces according to the specific situation of each customer to achieve ideal treatment outcomes. Our orthodontics services demonstrate the following competitive advantages:

- ***Optimal orthodontics plan customized for customers in diverse oral conditions.*** We tailor our orthodontics services and develop the optimal treatment plan for customers mainly based on (i) customers' age and jaw development, which are crucial in determining the treatment plan; (ii) severity and specific type of the malocclusion, such as maxillary protrusion, mandibular protrusion, crossbite and open bite; (iii) customers' oral health condition. We generally recommend that customers address tooth decay or gum problems before the orthodontics process; (iv) customers' preferences and treatment goals. We pay attention to their specific goals, such as improving bite function, enhancing smile aesthetics or addressing other issues, and preferences for treatment options, such as clear aligners or traditional fixed braces; and (v) the application of advanced dental equipment and tools.
- ***Refined and digitalized orthodontic treatment.*** We have introduced cephalometric analysis systems, digitalized intraoral scanners, chairside precision positioning systems, to perform medical measurements on 3D cephalograms generated by the CT scanner. Utilizing its connection with our HIS, the cephalometric analysis system digitalizes the diagnosis of customers' malocclusions with higher efficiency and accuracy.

Typically, our orthodontics services include multiple treatment sessions lasting from one year to three years, depending on the severity of malocclusions, type of orthodontic consumables, extent and frequency of adjustments, customers' adherence to the treatment plan and technical complexity involved.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we had 123,089, 127,927, 140,143, 64,020 and 67,737 customer visits to our orthodontics services, respectively and the average spending per customer visit to orthodontics services was RMB562, RMB627, RMB583, RMB543 and RMB501, respectively, for the same periods.

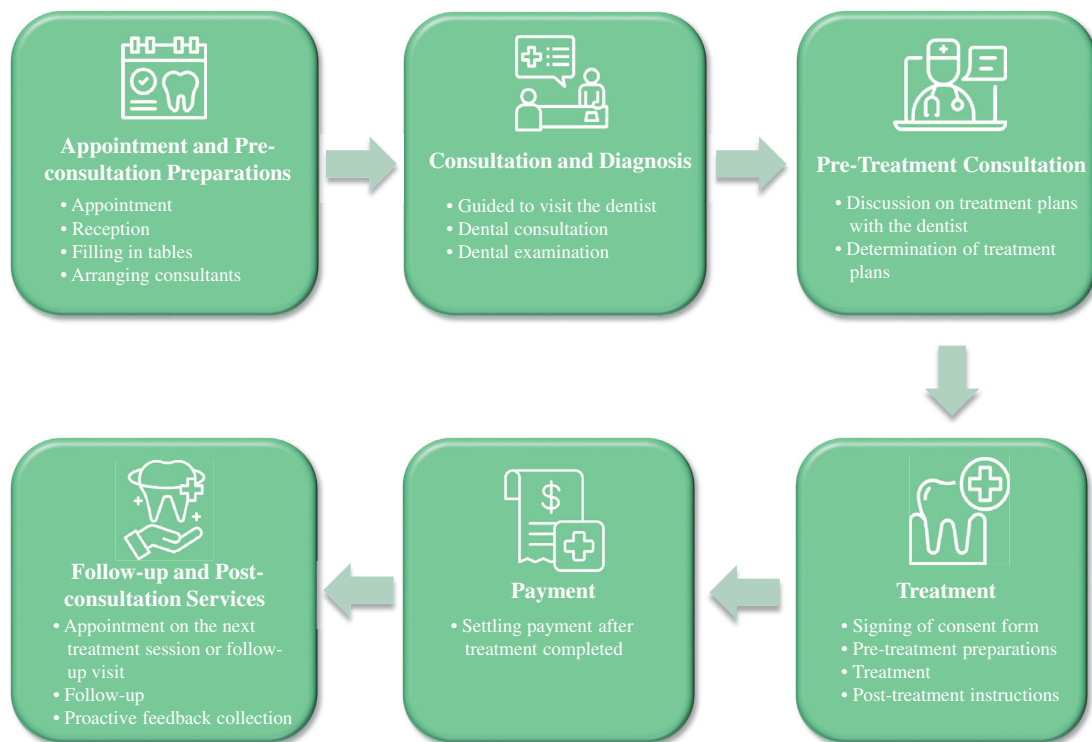
## BUSINESS

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from orthodontics services amounted to RMB69.2 million, RMB80.2 million, RMB81.8 million, RMB34.8 million and RMB33.9 million, respectively, representing 18.2%, 19.6%, 18.5%, 16.3% and 16.5%, respectively, of our total revenue for the same periods.

### Our Standardized Service Steps

To better control the quality of our clinical practices and monitor the service progress and outcomes of our entire dental service network, we have streamlined and standardized our service steps. We prioritize customers’ service experience throughout their whole visits to our dental institutions. We generally designate oral health management consultants in our dental institutions, who work closely with our medical professionals to guide service steps in a timely manner and promote a seamless service experience, addressing diverse oral health needs in a one-stop manner. See “— Our Customers — Broad Customer Base with Intimate Customer Experience” for details.

The following flow chart illustrates key steps of our dental services.

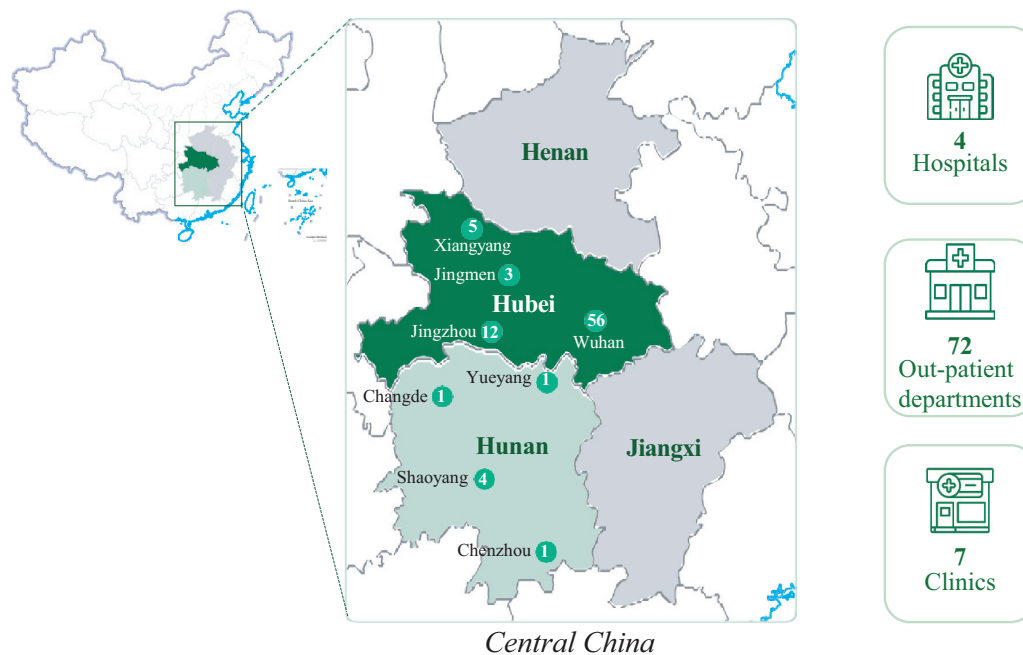


## BUSINESS

### OUR DENTAL SERVICE NETWORK

Since our inception in 2007, we have established a cross-regional dental service network consisting of 83 dental institutions in operation as of the Latest Practicable Date, including four dental hospitals, 72 dental out-patient departments and seven dental clinics, covering eight cities in two provinces in China. Through these dental institutions, we provide a full range of dental services to customers with diverse dental health needs. As a leading private dental services provider in Central China, we are well-positioned to promote the oral health of the public through our expanding dental service network. Set out below is an illustration of the geographic coverage and service capacity of our dental service network as of the Latest Practicable Date.

### Our Dental Service Network



Taking advantage of our growing brand influence and rich experience in operating dental institutions under a direct chain model, we maintain an expanding dental service network. We categorized our dental institutions based on the historical operational and financial performance of dental institutions for better in-network resource coordination and allocation. Our dental institutions with an operating history of less than two years within our dental service network are at their initial development stage (the “**initial stage**”), dental institutions with an operating history of two years to six years within our dental service network are ramping up (the “**ramp-up stage**”) and dental institutions with an operating history of over six years within our dental service network are relatively matured (the “**matured stage**”). As of the Latest Practicable Date, we had 10 dental institutions at the initial stage, 42 dental institutions at the ramp-up stage and 31 dental institutions at the matured stage. Our dental institutions move from initial stage to ramp-up stage and further to matured stage along with their business growth, witnessing increasing customer visits, improving medical resource utilization and strengthening revenue streams, which pave the way for greater economies of scale and in-network synergies.

**BUSINESS**

The following table sets forth the movement in the number of our dental institutions for the periods indicated:

	Year ended December 31,			Six months ended June 30,	As of the Latest Practicable Date
	2021	2022	2023	2024	
Number of dental institutions at the beginning of the period . . . . .	67	77	74	81	81
Number of newly established dental institutions . . . . .	9	5	4	–	3
Number of newly acquired dental institutions . . . . .	1	–	3	–	–
Number of dental institutions disposed by us during the period <sup>(1)</sup> . . . . .	–	8	–	–	1
<b>Number of dental institutions at the end of the period . . . . .</b>	<b>77</b>	<b>74</b>	<b>81</b>	<b>81</b>	<b>83</b>
– Initial stage . . . . .	38	16	12	7	10
– Ramp-up stage . . . . .	26	39	44	46	42
– Matured stage . . . . .	13	19	25	28	31

*Note:*

(1) We disposed eight dental institutions in 2022 and one dental institution subsequent to June 30, 2024 and up to the Latest Practicable Date. We voluntarily terminated the operations of such dental institutions and disposed them based on our evaluation on the market condition and future business strategies. Before such disposal, we generally inform customers of the location and dentist information of our other dental institutions in the nearby regions, with the aim to assure the coherency of our dental services.

**BUSINESS**

The following table sets forth the revenue contribution of our dental institutions at different development stages for the periods indicated:

	Year ended December 31,						Six months ended June 30,	
	2021		2022		2023		2024	
	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue	Revenue	% of total revenue
	(RMB'000)	(%)	(RMB'000)	(%)	(RMB'000)	(%)	(RMB'000)	(%)
Initial stage as of the end of the period . . . . .	99,454	26.1	34,628	8.5	32,185	7.3	12,481	6.1
Ramp-up stage as of the end of the period . . . . .	156,044	41.0	217,167	53.0	203,772	46.1	96,696	47.3
Matured stage as of the end of the period . . . . .	125,252	32.9	157,649	38.5	205,884	46.6	95,372	46.6
<b>Total . . . . .</b>	<b>380,750</b>	<b>100.0</b>	<b>409,444</b>	<b>100.0</b>	<b>441,841</b>	<b>100.0</b>	<b>204,549</b>	<b>100.0</b>

The following table sets forth the number of our dental institutions that recorded gross profit or gross loss for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
	Number of dental institutions recorded gross profit . . . . .	59	72	74
Number of dental institutions recorded gross loss . . . . .	18	9	7	4

## BUSINESS

Some of our dental institutions recorded gross loss during the Track Record Period, primarily due to the following reasons: (i) upfront investment of newly established or newly acquired dental institutions during their preparation or ramp-up stage; and (ii) decrease in customer visits to such dental institutions caused by local travel restrictions during the COVID-19 pandemic. The number of loss-making dental institutions decreased throughout the Track Record Period, indicating the optimized profitability of our dental service network during the Track Record Period.

### Business Highlights of Our Representative Dental Institutions

Set forth below is the summary information of our representative dental institutions.

#### *Wuhan Dazhong Hospital*



#### *Overview and Highlights*

Wuhan Dazhong Hospital is a Class II for-profit dental hospital we established in Wuhan, Hubei province in 2014. As a Medical Insurance Designated Medical Institution, Wuhan Dazhong Hospital offers reliable and accessible dental services.

Wuhan Dazhong Hospital is the largest dental institution within our dental service network in terms of revenue contribution during the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our revenue derived from Wuhan Dazhong Hospital represented 7.6%, 6.6%, 6.6%, 6.9% and 6.3%, respectively, of our total revenue for the same periods. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, Wuhan Dazhong Hospital recorded 37,932, 35,032, 35,606, 18,233 and 15,436 customer visits, respectively. The decrease in customer visits in 2022 was mainly caused by the restricted offline activities during the COVID-19 pandemic. The decrease in customer visits in the first half of 2024 was mainly due to the decrease in customer visits of general dentistry services, as a result of customers' consumption downgrade in response to the slower-than-expected post-pandemic economic recovery and fierce competition among dental services providers in Wuhan.



## BUSINESS

The following table sets forth the revenue, gross profit and gross profit margin of Wuhan Dazhong Hospital for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue ( <i>RMB'000</i> ) . . . . .	28,956	26,959	28,994	14,650	12,923
Gross profit ( <i>RMB'000</i> ) . . . . .	11,738	12,548	13,564	6,988	5,826
Gross profit margin (%) . . . . .	40.5	46.5	46.8	47.7	45.1

### *Dental Service Capacity and Offering*

Wuhan Dazhong Hospital deploys comprehensive specialties, serving customers with diverse oral health demands. Its specialties cover general dentistry services, implantology services and orthodontics services, which are underpinned by advanced dental equipment, such as computer-aided design/computer-aided manufacturing all-ceramic restoration system and operating microscope. Implantology services and orthodontics services have been positioned as its key specialties. Wuhan Dazhong Hospital is committed to promoting specialty cultivation, enhancing diagnosis and treatment capacity and stimulating the experience sharing among dentists. Wuhan Dazhong Hospital has established multiple digitalized dental centers, including, among others, Oral Digital Aesthetic Prosthodontics Center (口腔數字化美學修復中心), Oral Digital Implantology Center (口腔數字化種植中心), Pediatric Dental Treatment and Early Orthodontic Center (兒童牙病診療與早矯中心) and Oral Digital Orthodontic Center (口腔數字化正畸中心). Such centers propel the application of advanced technologies during dental diagnosis and treatment, such as 3D data collection technology, mathematical modeling technology, computer-aided design technology and computer-aided manufacturing technology.

With a GFA of 1,751 sq.m., Wuhan Dazhong Hospital had 28 dental chairs as of June 30, 2024. Wuhan Dazhong Hospital has attracted and retained plentiful seasoned dentists with expertise and experience in dental services. As of June 30, 2024, 13 dentists were practicing at Wuhan Dazhong Hospital, among whom four dentists were chief dentists or associate-chief dentists. Wuhan Dazhong Hospital has an Expert with State Council’s Special Allowance (國務院特殊津貼專家). As of the same date, 25 other medical professionals were practicing at such dental institutions.

Wuhan Dazhong Hospital has made profound contributions to our talent cultivation and specialty development. Under the well-rounded dental tutoring system, young dentists receive precious clinical and research guidance from experienced mentors at Wuhan Dazhong Hospital. In pursuit of higher service quality and capacity, we also arrange periodic training sessions, where dental experts from Wuhan Dazhong Hospital share their experience and professional techniques to other dentists practicing at our dental service network.

## BUSINESS

### *Our Effective Management and Operation*

We have utilized our centralized and standardized direct chain model, tiered management structure and proficient medical professionals to empower the operations of Wuhan Dazhong Hospital since its inception. In particular, we have established a tiered management structure at Wuhan Dazhong Hospital to modernize management at both the institutional level and specialty level.

As its dedicated efforts to improve the service quality and customer satisfaction, Wuhan Dazhong Hospital has implemented various measures: (i) a tiered tutoring system, which forms a one-to-one twinning mentorship among dentists at senior, mid-level and junior levels, thereby improving the overall clinical service capacity of dentists practicing at Wuhan Dazhong Hospital; (ii) professional training sessions, which enrich the professional knowledge and elevate the clinical skills of dentists through training and examinations; (iii) frequent assessments and internal reviews, where both the management and dentists identify strengths and areas for improvement, develop proper solutions to enhance service capacity and solidify their basic skills; (iv) experience sharing, through which young dentists gain knowledge and experience from senior experts through complex case analysis, joint consultations, face-to-face discussions and chairside real-time guidance; and (v) academic study, where dentists collect and review cases, write essays and communicate with senior dentists, to accumulate clinical experience and theoretical knowledge.

### *Nanhu Dadao Out-patient Department*



### *Overview and Highlights*

We established Nanhu Dadao Out-patient Department, a for-profit dental out-patient department in Wuhan, Hubei province in 2017. Nanhu Dadao Out-patient Department is a Medical Insurance Designated Medical Institution. During the Track Record Period, Nanhu Dadao Out-patient Department demonstrated vibrant growth with an accumulated reputation among customers.

With years of operations, Nanhu Dadao Out-patient Department has amassed a significant customer base. Despite the slower-than-expected post-pandemic economic recovery, Nanhu Dadao Out-patient Department still managed to achieve a steady growth in both revenue and gross profit in the first half of 2024.

## BUSINESS

The following table sets forth the revenue, gross profit and gross profit margin of Nanhu Dadao Out-patient Department for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue (RMB'000) . . . . .	7,551	9,120	9,135	4,399	4,487
Gross profit (RMB'000) . . . . .	3,236	4,630	4,970	2,343	2,456
Gross profit margin (%) . . . . .	42.9	50.8	54.4	53.3	54.7

### *Dental Service Capacity and Offering*

Nanhu Dadao Out-patient Department provides comprehensive dental services, serving customers with diverse needs in oral health. Implantology services and orthodontics services have been positioned as its key specialties. With a GFA of 360 sq.m., the out-patient department had nine dental chairs, four dentists and eight other medical professionals as of June 30, 2024. Nanhu Dadao Out-patient Department has a group of outstanding dentists with extensive knowledge and experience in dental services.

Nanhu Dadao Out-patient Department is equipped with modern diagnosis and treatment equipment, such as dental cone beam computed tomography machines and intraoral impression scanners. Supported by advanced equipment and advanced dental technologies, customers receive precise dental examinations and appropriate treatments at Nanhu Dadao Out-patient Department.

### *Our Effective Management and Operation*

We have strived to modernize our operations and promote the orderly flow and optimal allocation of medical resources in dental institutions, through which we improve cost-efficiency while enhancing profitability across our dental service network. Nanhu Dadao Out-patient Department seeks to enhance its service quality and customer experience through periodic internal review and discussions among medical professionals and supporting staff, striving to from time to time optimize business procedures, streamline organizational structure and update the internal assessment standards. We address the weakness identified from internal review and customers’ feedback to pursue higher cost-efficiency in such out-patient department. Benefiting from our well-established operation model and improved service experience, Nanhu Dadao Out-patient Department had built a stable customer base. The number of customer visits to Nanhu Dadao Out-patient Department increased throughout the Track Record Period. For the years ended December 31, 2021, 2022 and 2023, and the six months ended June 30, 2023 and 2024, Nanhu Dadao Out-patient Department recorded 12,350, 12,886, 14,270, 6,916 and 7,222 customer visits, respectively.

**BUSINESS**

**Zaoyang Hospital**



*Overview and Highlights*

Zaoyang Hospital is a Class II for-profit dental hospital in Zaoyang, Hubei province. As a Medical Insurance Designated Medical Institution, Zaoyang Hospital offers comprehensive dental services and utilizes advanced dental equipment. In 2019, we acquired Zaoyang Hospital to explore our business opportunities in regions outside Wuhan. Our acquisition of Zaoyang Hospital and the following integration initiatives expanded the geographic coverage of our dental service network, enabling more customers to benefit from our preeminent dental services. Customer visits to Zaoyang Hospital decreased from 18,208 in 2021 to 16,695 in 2022, primarily due to restricted offline activities during the COVID-19 pandemic. Customer visits to Zaoyang Hospital increased from 16,695 in 2022 to 20,233 in 2023, primarily due to the increase in customer visits of orthodontics services as a result of improved service quality with the expansion of dental expert team. Due to the same reason, such customer visits further increased from 9,158 in the first half of 2023 to 10,364 in the first half of 2024.

The following table sets forth the revenue, gross profit and gross profit margin of Zaoyang Hospital for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue (RMB'000) . . . . .	7,044	7,405	8,747	3,828	4,187
Gross profit (RMB'000) . . . . .	2,653	2,999	4,001	1,633	1,802
Gross profit margin (%) . . . . .	37.7	40.5	45.7	42.7	43.0

Zaoyang Hospital recorded continuous increase in revenue and gross profit throughout the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our revenue derived from Zaoyang Hospital amounted to RMB7.0 million, RMB7.4 million, RMB8.7 million, RMB3.8 million and RMB4.2 million, representing 1.9%, 1.8%, 2.0%, 1.8% and 2.0%, respectively, of our total revenue for the same periods. During the same periods, the gross profit of Zaoyang Hospital amounted to RMB2.7 million, RMB3.0 million, RMB4.0 million, RMB1.6 million and RMB1.8 million, respectively.

## BUSINESS

### *Service Capacity and Offerings*

Zaoyang Hospital provides comprehensive dental services and regards implantology services and orthodontics services as its key specialties. With a GFA of 1,382 sq.m., such hospital had 15 dental chairs, six dentists and 11 other medical professionals as of June 30, 2024. Zaoyang Hospital has attracted a number of experienced dentists with extensive theoretical knowledge and clinical skills in dental services. Zaoyang Hospital has been equipped with a full suite of advanced dental cone beam computed tomography machines and piezosurgery.

### *Our Effective Integration Efforts*

Since our acquisition in 2019, we have empowered the operations of Zaoyang Hospital. In particular, we improved both service capacity and service quality of Zaoyang Hospital by arranging training sessions for dentists and introducing dental experts to practicing at this hospital. We also standardized the operations of Zaoyang Hospital, enabling the hospital to benefit from our centralized management and direct chain operations. We extend our “three-level and four-tier” quality management system to cover Zaoyang Hospital, optimizing its service quality through tiered quality management. We also utilize our brand influence and introduce diverse promotion methods to empower Zaoyang Hospital’s customer acquisition. As a testament to our effective integration efforts, Zaoyang Hospital recorded prominent growth since our acquisition. The revenue of Zaoyang Hospital increased by 18.1% from 2022 to 2023, compared to that of 5.1% from 2021 to 2022. The gross profit of Zaoyang Hospital increased by 33.3% from 2022 to 2023, compared to that of 11.1% from 2021 to 2022.

### **Key Operational Performance of Our Dental Service Network**

The following table sets forth certain key operational performance indicators of our dental service network for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
Customer visits <sup>(1)</sup> . . . . .	715,444	708,651	768,809	373,227	368,891
Number of dental chairs as of the end of the period <sup>(1)</sup> . . . . .	676	645	701	662	692
Number of customer visits per dental chair . . . . .	1,058	1,099	1,097	564	533
Average spending per dental chair (RMB'000) . . . . .	563	635	630	322	296
Average utilization rate of dental chair <sup>(2)</sup> . . . . .	49.0%	50.9%	50.8%	52.8%	49.9%
Number of dentists as of the end of the period <sup>(3)</sup> . . . . .	281	287	294	279	281
Number of customer visits per dentist . . . . .	2,630	2,495	2,647	1,319	1,283
Average spending per dentist (RMB'000) . . . . .	1,400	1,442	1,521	754	711

---

## BUSINESS

---

*Notes:*

- (1) The decrease of our customer visits in 2022 and the decrease in our total number of dental chairs as of December 31, 2022 were both mainly caused by our disposal of eight dental institutions in 2022. The decrease of our customer visits in the first half of 2024 was mainly caused by customers’ consumption downgrade resulting from the slower-than-expected post-pandemic economic recovery and fierce competition among dental services providers.
- (2) Representing the actual number of customer visits per dental chair during the relevant period as a percentage of the maximum visit capacity per dental chair of our dental institutions in the same period. The maximum visit capacity per dental chair represents the theoretical maximum number of customer visits of each dental chair during the relevant period, which is calculated based on (i) estimated 60 minutes per visit; (ii) the maximum number of servicing hours of dental chairs being approximately six hours per clinic day, taking into account the preparation time for each customer visit; and (iii) the average number of days in operations. Accordingly, each dental chair can theoretically accommodate up to six customer visits on each day in operations.
- (3) Including (i) dentists employed by us, representing the dentists entered into labor contracts (勞動合同) with us and work full-time in our dental institutions; and (ii) dentists in collaboration with us, representing the dentists entered into service contracts (勞務合同) with us, typically including multi-site practice dentists who work part-time in our dental institutions and rehired dentists after their retirement who work full-time or part-time in our dental institutions.

Our top 20 dental institutions in terms of revenue contributed the majority of our revenue. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from these dental institutions represented 55.1%, 52.4%, 50.0%, 51.7% and 47.7%, respectively, of our total revenue for the same periods.

### OUR UNIFIED MANAGEMENT OF DIRECT CHAIN

Over years of operations, we have upheld the operation philosophy of “rooted in medical and driven by technology, standardized management and healthy development (醫療本源、技術驅動、規範管理、健康發展).” To this end, we coordinate medical resources across our entire dental service network to implement stringent quality control covering the whole working process of all staff. We strive to refine our direct chain operations and deliver reliable dental services to customers with cost-effective corporate management.

#### Direct Chain Model

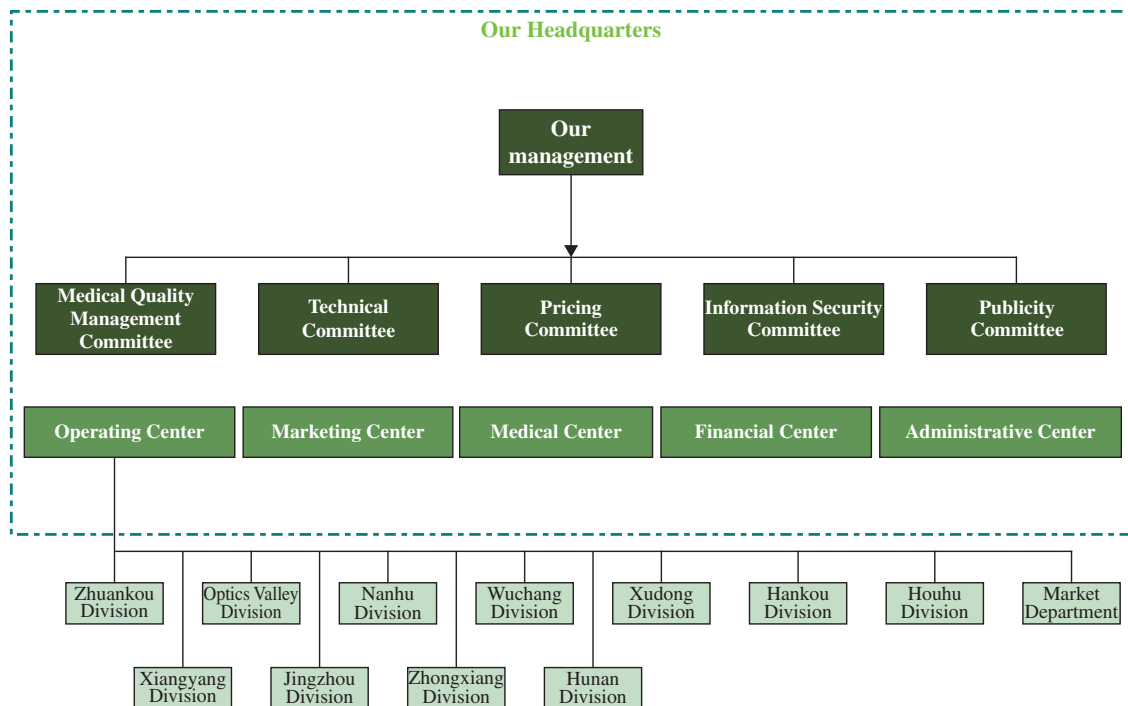
We adopt a direct chain model with unified operation philosophy, operational management, service standards and brand image across our dental service network. This uniformity helps us maintain consistent service quality, which is crucial for building and sustaining customer trust and loyalty. The direct chain operations under our centralized management propel the orderly flow and optimal allocation of medical resources among our headquarters and dental institutions, which enables us to timely accommodate variations in market demands while fostering synergies among our dental institutions. We integrate medical resources and streamline the resource allocation process to improve operational efficiency and promote cost-effectiveness. Under the direct chain model, we are able to replicate our successful standardized operations to newly established or acquired dental institutions. As such, we have effectively expanded our presence to different regions in Central China and largely broadened our customer base. We also benefit from the increasing economies of scale brought by such model during procurement and customer acquisition, which drives our profitability. Meanwhile, our brand recognition has been intensified as the direct chain model creates a consistent brand image across all of our dental institutions, where customers trust us, our medical professionals and services.

## BUSINESS

We choose to develop our dental service network under the direct chain model based on our keen observations of the industry. According to Frost & Sullivan, compared with other business models, such as licensing, franchising and financial investment, the direct chain model generally has the following advantages: (i) direct control over daily operations to ensure the adherence to unified standards; (ii) comprehensive management on clinical practices and customer services to achieve whole-process quality control; (iii) better protection of brand image and reputation to avoid negative publicity caused by poor performance; (iv) stronger motivation to upgrade the services and adapt to the latest industry trend as a result of deeper sense of belonging; and (v) direct benefits from the operations without heavy reliance on the capability and integrity of the franchisees or licensees.

### Centralized Management with Tiered Responsibility

We adopt centralized management in a tiered structure within our dental service network.



---

## BUSINESS

---

At our headquarters level, we have established Medical Quality Management Committee (醫療質量管理委員會), Technical Committee (技術委員會), Pricing Committee (價格委員會), Information Security Committee (信息安全委員會) and Publicity Committee (宣傳委員會). Meanwhile, we have established five centers at the headquarters level, namely Operating Center (運營中心), Medical Center (醫療中心), Marketing Center (營銷中心), Financial Center (財務中心) and Administrative Center (行政中心). These centers closely scrutinize and coordinate their subordinate functional departments by organizing regular meetings and optimizing the internal management measures, guidelines, procedures and work plans based on insights into the industry and regulatory environment. The functional departments under such centers take multiple responsibilities, including, among others, formulating operation schedules and standardizing workflows, formulating budgets, as well as organizing trainings and daily internal quality review.

Our headquarters-level departments oversee our dental institutions through a vertically integrated management structure, working in close coordination under our robust internal management measures. This structure encompasses key functions including quality control, operational management, marketing, customer relationship, financial management, procurement, human resources and compliance. Tiered deployment of centers and departments helps us effectively monitor the implementation of internal policies and measures, while minimizing inefficiencies caused by information gaps or unconscionable resource allocation. Benefiting from the vertical management approach, we clearly set the responsibilities of each tier and control risks arising from both clinical operations and corporate management, forming a closed-loop management covering the “Plan, Do, Check and Act” process of operations.

### **Systematic Talent Retainment and Incentivization**

#### ***Partnership Program***

We place significant importance on our dentist resources, recognizing them as the essential cornerstone for the long-term success of our dental service network. Upholding the principle of “direct chain and direct partnerships (直營連鎖、直接合夥),” we have adopted a Partnership Program designed for attracting seasoned medical professionals, as well as administrative and marketing talents to join and grow with us. Through such program, we mainly attract and invite seasoned dentists to become minority shareholders of our new dental institutions, fostering shared benefits and mutual trust. We typically invite dentists who meet the following requirements to participate in our Partnership Program: (i) mid-end level (中級職稱) (attending dentists) or above, or obtained the physician qualification certificates for over five years; (ii) highly-skilled in dental services with technical strengths in particular specialties or experience in marketing and management; and (iii) aged between 35 to 55. Additionally, we typically invite administrative and marketing talents who are recommended by dentists and have experience in corporate management and promotional activities. Being the minority shareholders of the dental institutions, these talents not only explore their operational and managerial potential but also align their interests with ours, sharing our values and vision. With loyalty and strong commitment to our growth, these talents actively participate in the daily operation and management, and recommend the candidate of directors, supervisors and general



---

## BUSINESS

---

managers of the relevant dental institutions. Remuneration package for such talents mainly comprises base salary, performance-based bonuses, and dividend distributions proportional to their shareholding in the relevant dental institutions. Since its commencement in 2017, our Partnership Program has demonstrated strong vitality, contributing to the steady growth of our dental institutions and fueling the expansion and profitability of our dental service network.

### **Employee Stock Ownership Platforms**

To incentivize our management and employees and foster their long-term engagement, we initiated three employee stock ownership platforms successively, through which key employees, especially seasoned dentists, became our indirect shareholders and benefited from our business growth. In particular, we established Wuhan Xinglin in October 2014, and Wuhan Taolin and Wuhan Zhulin in July 2017, offering our management and employees with opportunities to acquire a proprietary interest in our Company. See “History, Development and Corporate Structure — Our Major Corporate Development.”

### **Digitalized and Modernized Service Network**

We have developed and equipped diverse information technology systems to digitalize and modernize our dental service network. See “— Information Technology Systems” for details of our deployment of information technology systems.

Information technology systems not only streamline our daily operations but also visualize our business performance to support our management’s data-based decisions. Leveraging HIS, our proprietary online system integrated our supply chain system, marketing middle platform and SCRM system, we have significantly reduced certain processing time for our medical professionals by digitalizing medical records, standardizing customer management and synchronizing information within our dental institutions, allowing them to focus more on dental practices. We have fully deployed information technology systems, covering multiple aspects of corporate management, such as operational performance analysis, marketing and customer acquisition, customer relationship management, supply chain and finance. Through this initiative, our staff can efficiently access operational and financial information and use quantitative indicators to gain better insights into business operations, promoting precise management and optimal resource allocation for dental practices.

We are committed to further digitalizing our management and optimizing medical resource allocation based on upgraded information technology systems, to improve our service quality and operational efficiency on a continuing basis. Please see “Future Plans and Use of [REDACTED].”

---

## BUSINESS

---

### MEDICAL PROFESSIONALS

Medical professionals practicing at our dental service network generally comprise dentists and other medical professionals. Our dental service network integrates abundant high-caliber medical professionals with stable relationships with us, which are vital to our service capacity and quality.

There were 281 dentists in total practicing at our dental service network as of June 30, 2024, comprising (i) 247 dentists employed by us, representing the dentists entered into labor contracts (勞動合同) with us and work full-time in our dental institutions; and (ii) 34 dentists in collaboration with us, representing the dentists entered into service contracts (勞務合同) with us, typically including multi-site practice dentists who work part-time in our dental institutions and rehired dentists after their retirement who work full-time or part-time in our dental institutions. Multi-site practice dentists are entitled to provide consultation and diagnosis services in our dental service network after completing their multi-site practice registration. All multi-site practice dentists are registered qualified dentists and have obtained requisite approvals and registration for multi-site practice. The service time and frequency of multi-site practice dentists are generally determined based on the negotiation between such dentists and the relevant dental institutions they practice in.

There were 488 other medical professionals practicing at our dental service network as of June 30, 2024, typically including 487 full-time nurses, radiographers and dental assistants, as well as one part-time dental assistant. Dental assistants practicing at our dental service network primarily comprise medical graduates who work at our dental service network as assistants to the dentists. The assistants need to work for at least one year and successfully obtain the physician qualification certificates (醫師資格證書) or assistant physician qualification certificates (助理醫師資格證書) before taking up the role of qualified dentists or qualified assistant dentists (執業助理牙醫).

### Qualification of Medical Professionals

Under the evaluation system of professional ranks of medical professionals (衛生專業技術人員職稱評價體系) in China, professional ranks for dentists include: (i) junior level qualification (初級職稱) for (a) those obtained assistant physician qualification certificates, as feldshers (醫士); and (b) those obtained physician qualification certificates, as physicians (醫師); (ii) mid-end level qualification (中級職稱) for attending dentists who passed the national examination; and (iii) senior level qualification (高級職稱) for (a) associate-chief dentists; and (b) chief dentists. As of June 30, 2024, among all dentists practicing at our dental service network, there were 13 chief dentists, 19 associate-chief dentists and 123 attending dentists, together representing over 55% of the total number of dentists.

---

## BUSINESS

---

To dynamically manage and allocate dentists in our dental institutions, we regularly review the qualifications and profiles of dentists to arrange appropriate practice training and remind eligible dentists to timely apply for their next professional ranks. As of June 30, 2024, each of the dentists practicing at our dental service network had obtained the physician qualification certificate. As of the same date, each of the other medical professionals practicing at our dental service network had obtained requisite qualification certificate for his or her respective medical practice. We prudently monitor the qualification registration and licensing records of medical professionals to ensure that all medical professionals practicing at our dental service network comply with all applicable PRC laws and regulations, in particular, the practice of each medical professional is within the scope of his or her qualification and license.

### **Prestigious Dentists with Industry Recognition**

Our dental service network embraces numerous venerable dentists with honorary titles. Among dentists practicing at our dental service network as of June 30, 2024, over 45% of dentists were the members of industry associations at the municipal level or above. In addition, seven dentists practicing at our dental service network were accredited as “Reliable Dentist Trusted by the Public (老百姓信賴的好牙醫),” a municipal level award for outstanding dentists that have well-recognized reputation in the dental services industry in Wuhan.

### **Recruitment, Management and Cultivation of Medical Professionals**

Modern management, systematic training, on-the-job tutoring, competitive employee benefits as well as rewarding Partnership Program and employee stock ownership platforms make us remain attractive to talents, especially medical professionals. We attract medical professionals to join and work with us through multiple channels. To be specific, we recruit young talent through campus recruitment each year. We hold spring and autumn campus recruitment talks at selected universities or colleges in Hubei province to attract outstanding graduates mainly majoring in stomatology, nursing and accounting. We have been accredited as a “Practicing and Training Base for University Students in Wuhan (武漢市大學生實習實訓基地)” by Wuhan Municipal Bureau of Human Resources and Social Security (武漢市人力資源和社會保障局). To increase our visibility to experienced dentists, we periodically participate in academic seminars, conferences and symposia in the industry. We also engage medical professionals through online social recruitment channels and referrals. When evaluating and recruiting a new medical professional, we typically assess, among others, their academic background, professional qualifications, clinical experience, communication skills, technical skills and relevant experience.

---

## BUSINESS

---

To enhance risk control of our dental treatments and realize differentiated management of medical professionals, we classify (i) our dental treatments into Level I, Level II, Level III and Level IV mainly based on the complexity of techniques and resources involved; and (ii) dentists practicing at our dental service network into four grades mainly based on their years of practice, professional ranks, experience in specialized training and proficiency in dental technologies of their respective specialties. We clearly define the particular type and level of dental treatments that each grade of dentists can proceed, with the aim to offer customers reliable and safe dental services, control service quality and minimize risks arising from dentists' nonproficiency or inexperience. This classification system creates clear trajectories of career development for dentists and incentivizes them to achieve better performance.

We encourage experience sharing among medical professionals and regularly deliver organized training sessions to support their professional growth. Our well-designed training system for medical professionals typically consists of a matrix of pre-job training, basic theory, knowledge and skill training, advanced training, specialty training, on-the-job training and academic activities, cultivating a pipeline of medical professionals to elevate our service quality. As of June 30, 2024, 103 dentists passed the professional rank examinations after participating in our training sessions. We also from time to time provide external communication and development opportunities for medical professionals, such as advanced studies, specialized training and international academic conferences.

### **Compensation and Rewards for Medical Professionals**

Dentists employed by us get compensated pursuant to their respective labor contracts with us and typically receive base salaries and performance-based bonuses on a monthly basis, while those dentists in collaboration with us get compensated pursuant to their respective service contracts with us and typically receive service fees on a monthly basis.

Deploying rewarding Partnership Program and employee stock ownership platforms helps us enhance the working efficiency and sense of belonging of dentists practicing at our dental service network. See “— Our Unified Management of Direct Chain — Systematic Talent Retainment and Incentivization” for details of our Partnership Program and employee stock ownership platforms.

### **Our Technical Committees**

Well-established technical committees contribute to our trustworthy services and excellent track record in the dental services industry. We cherish the expertise and experience of seasoned dentists amassed in our dental service network and have established a Technical Committee responsible for the overall planning, guidance and monitoring of our technological advancement and business development. Our Technical Committee comprises three subcommittees.

---

## BUSINESS

---

- *Expert Committee (專家委員會)*. As the consulting and advisory body of our Technical Committee, our Expert Committee consists of senior experts with remarkable contributions in the field of dentistry and/or rich experience in clinical practices. These experts join our Expert Committee after their retirement. They advise on our technological advancement and conduct training sessions. They also from time to time visit our dental institutions, conduct joint consultations and offer technical guidance on the treatment of miscellaneous oral diseases or complex dental procedures;
- *Technical Administrator Committee (技術總監委員會)*. As the executing arm of our Technical Committee, our Technical Administrator Committee consists of dentists practicing at our dental service network with technical strengths and sufficient experience. These dentists collaborate and innovate leveraging their experience accumulated from daily diagnosis and treatment and promote the application of new technologies within our dental service network. They also provide trainings and participate in joint consultation on various oral diseases or complex dental procedures; and
- *Professional Committee (專業委員會)*. As the specialized body of our Technical Committee, responsible for the development of different dental specialties. It consists of six subcommittees: implantology committee, prosthodontics committee, orthodontics committee, oral medicine committee, oral surgery committee and dental nursing committee. Our Professional Committee drives the cultivation of advantageous specialties and the comprehensive development of our multidisciplinary dental service capacity.

Seasoned medical professionals closely coordinate with each other in these committees during our daily operations, thereby improving our service quality, activating the experience sharing among dental institutions in our dental service network, and reinforcing our leading position in the industry.

### **Composition of Our Experienced and Stable Dentist Team**

High-caliber dentist resources lay the solid foundation for the development of our dental service network and entrench our competitiveness. Among all dentists practicing at our dental service network as of June 30, 2024, over 26% of dentists had over ten years of industry experience as of the same date. As of June 30, 2024, dentists with qualifications at mid-end or above level accounted for over 55% of the total number of dentists practicing at our dental service network, which surpassed the industry average level, according to Frost & Sullivan.

---

## BUSINESS

---

We spent dedicated efforts in attracting, retaining and managing dentists. Capitalizing on our diversified compensation and rewards, we maintain a stable and broad dentist team. For the six months ended June 30, 2024, the retention rate of dentists practicing at our dental service network for over three years was 95%. Such retention rate is calculated based on the number of dentists practicing at our dental service network for over three years since the beginning of the relevant period and up to the end of the same period, divided by the number of dentists practicing at our dental service network for over three years at the beginning of the same period. As of December 31, 2021, 2022, 2023 and June 30, 2024, we had 120, 168, 203 and 185 dentists that had practiced at our dental service network for three years or above, respectively, representing 42%, 59%, 69% and 66% of the total number of dentists for the same periods. Among these dentists, over 92% were full-time dentists employed by us and over 65% were dentists with mid-end or senior level qualifications.

We were not subject to reliance on any particular dentist during the Track Record Period. In each period during the Track Record Period, revenue contributed by our top five dentists in terms of revenue contribution as a percentage of our total revenue ranged from approximately 8.0% to approximately 10.0%, while the revenue contributed by our top one dentist in terms of revenue contribution as a percentage of our total revenue was approximately 2.0%. All of such top dentists in terms of revenue contribution have extensive expertise and rich clinical experience in dental services.

### OUR FUTURE EXPANSION

Going forward, we plan to expand our dental service network by (i) upgrading existing dental institutions; (ii) establishing new dental institutions; and (iii) acquiring for-profit dental institutions.

#### Organic Growth

##### *Upgrading the Existing Dental institutions*

Our proven track record and highly scalable business model enable us to serve a broad customer base. In line with our business growth, we plan to upgrade the facilities and dental equipment at our dental institutions and renovate our dental institutions progressively. Through upgrading our existing dental institutions, we aim to enhance the service capacity while improving customers' satisfaction during their visits to our dental institutions. In the following three years, we expect to upgrade and renovate our dental institutions in Wuhan, and procure new dental equipment to replace the dental equipment that have been used for years. We plan to finance these upgrades primarily by the [REDACTED] from the [REDACTED], and, if necessary or desirable, with our internal financial resources and/or bank borrowings.

---

## BUSINESS

---

### *New Establishment*

To further broaden our dental service network and elevate our service capacity, we expect to establish new dental institutions. We have extensive experience in establishing new dental institutions. We tend to attract and invite seasoned dentists to become minority shareholders of our new dental institutions to align their interests with us. We will prudently implement the establishment plan, leveraging our managerial and operational experiences while avoiding significant up-front capital investment. In particular, we plan to establish approximately 80 to 100 new dental institutions in Central China in the next five years. Each of the new dental institutions is expected to occupy approximately 300 sq.m. to 500 sq.m. with approximately six to 10 dental chairs. Establishing a new dental institution generally involves several steps, including selecting and determining the major responsible individuals or partners, completing the internal approval process, entering into agreement, choosing a site, designing and decorating the premises, recruiting necessary personnel, acquiring equipment and supplies to the extent necessary, securing regulatory approvals, marketing and promotion to establish awareness, and commencing operations. According to our past experience, such process generally takes approximately three to four months at the soonest.

A new dental institution reaches month breakeven when it begins to record monthly net profit. The payback period for a new dental institution represents the time that it takes for the accumulated operating cash flow attributable to our Company from the relevant dental institution to cover the initial investment. Based on our previous operating experience, we estimate that the monthly breakeven period for our new dental institutions to be five to seven months, benefiting from our rich experience and prudent up-front capital investment. We estimate that the investment payback period for our new dental institutions to be approximately 15 months to 24 months from commencement of operations. However, the monthly breakeven periods and the investment payback periods may be further affected by the specific characteristics of a dental institution, such as its service capacity, initial investment, the coverage of its service offerings, competitive landscape and variation in the local economy and municipal road planning.

We plan to finance the above intended investment in establishment primarily by the [REDACTED] from the [REDACTED], and, if necessary or desirable, with our internal financial resources and/or bank borrowings.

See “Risk Factors — Risks Relating to Our Business and Industry — Establishing new dental institutions involves multiple risks and could cause fluctuations in our short-term financial performance. Dental institutions newly commenced operations may not achieve normal operation as anticipated, which could materially and adversely affect our business and results of operations.”

---

## BUSINESS

---

### Strategic Acquisition

During the Track Record Period, we have conducted strategic acquisitions of dental hospitals, dental out-patient departments and dental clinics, through which we accumulated experiences. As part of our future expansion plan, we will continue to pursue acquisition opportunities of offline dental institutions and target profit-making dental institutions or those with growth potential.

We have standardized our acquisition procedure, which enables us to integrate the newly acquired dental institutions into our dental service network with streamlined steps and improved efficiency. Acquiring a dental institution generally involves a number of steps, including target evaluation and selection, negotiation on the acquisition, due diligence, acquisition planning and scheduling, internal approval process, entering into acquisition agreement, change of industrial and commercial registration, setting operational plans and targets, recruitment of necessary personnel and determining the salaries, preparation for operations, and commencement of operations. To maintain a unified brand image, we typically re-brand the acquired dental institutions to align with our existing standards and decoration.

Before making the acquisition decision, we systematically review and screen potential acquisition targets. We believe our previous operating experience will aid us in identifying suitable acquisition opportunities and successfully integrating newly acquired dental institutions into our existing dental service network. We mainly focus on the targets with reasonable operational scale and a stable team of dentists, which we believe will enable us to rapidly replicate our success. To stay well informed on potential suitable targets, our management keeps in close touch with market participants and reviews due diligence report of the potential targets. We evaluate a potential acquisition target thoroughly, typically based on the following criteria.

- location, traffic convenience, rental level, population density, local economic environment and consumption level;
- geographic distribution of local communities and dental institutions, and brand awareness among local residents;
- service capacity, such as number of dentists and other medical professionals, number of dental chairs in operation, GFA, existing medical facilities and equipment, scope of dental service offerings;
- historical monthly revenue, profit margin and other financial performance metrics;
- required licenses and permits for operations, existing qualifications and historical regulatory compliance;
- professional reputation, taking into consideration the background and scale of the professional team;



---

## BUSINESS

---

- estimated initial investment amount required to conduct decoration, brand-building and infrastructure improvement;
- ongoing operating expenses and capital requirements, as well as potential returns and estimated future value; and
- compatibility with our corporate culture and dental service network.

We seek and assess the potential acquisition targets with a market-oriented vision and a strategic geographic focus on Central China when appropriate opportunities arise. The actual number of acquisition targets will depend on the then market condition, negotiation results and scale and consideration of the actual acquisition. We plan to acquire approximately 40 to 65 dental institutions in the next five years, through acquiring the majority equity interests of the acquisition targets.

We plan to finance the above intended acquisitions by the [REDACTED] from the [REDACTED], and, if necessary or desirable, with our internal resources and/or bank borrowings. As of the Latest Practicable Date, we had not entered into any letter of intent or agreement with respect to future acquisitions and had not identified any definite acquisition targets that meet our criteria.

See “Risk Factors — Risks Relating to Our Business and Industry — We may not be able to complete future acquisitions or enhance post-acquisition performance as expected, which could adversely affect our business, financial condition and prospects.”

We may face uncertainties and challenges in implementing our expansion plans for upgrading, establishing or acquiring dental institutions. In particular, we may fail to identify suitable opportunities to further expand our dental service network, negotiate commercially acceptable terms for such expansion, or successfully integrate businesses into our existing dental service network. The execution of expansion plans is inevitably subject to the then social and economic conditions and we may make reasonable adjustments accordingly for our best interests. See “Risk Factors — Risks Relating to Our Business and Industry — We may not be able to identify expansion opportunities or execute our expansion plans and our expansion strategies are subject to uncertainties and risks. This may materially and adversely affect our business, financial condition, results of operations and prospects.”

## OUR CUSTOMERS

Our customers during the Track Record Period were individuals in the PRC who received dental services at our dental institutions. Our comprehensive dental services cover a broad range of customers in all age groups. Reliable treatment quality combined with satisfied customer experience drives the continuous growth of customer loyalty and the expansion of our customer base. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we served 268,681, 276,310, 296,859, 167,210 and 166,140 customers in 715,444, 708,651, 768,809, 373,227 and 368,891 customer visits, respectively.

---

## BUSINESS

---

Given the dispersed base of our customers, we do not have any customer concentration risk. Our business and profitability are not materially dependent on any single individual customer. None of our individual customers accounted for more than 0.1% of our total revenue for each period during the Track Record Period.

All of our five largest customers in each period of the Track Record Period are Independent Third Parties. To the best of the knowledge of our Directors, none of our Directors, their respective associates or any shareholder who owns more than 5% of our issued share capital had any interest in any of our five largest customers in each period of the Track Record Period.

### **Payment Methods**

Customers are generally required to pay their medical bills before receiving our dental services. Customers can choose to pay our dental institutions in online payments via third-party platforms, such as WeChat or Alipay, cash, debit cards or credit cards. Besides, customers can choose to rely on public medical insurance programs to pay for dental services provided by Medical Insurance Designated Medical Institutions which are eligible for public medical insurance programs. We also have customers that purchase our dental services upfront through popular third-party online e-commerce platforms which subsequently settle with us.

### **Public Medical Insurance**

In recent years, the government has adopted favorable policies to expand public medical insurance coverage to promote the accessibility and affordability of dental services for the general public, raising public awareness and encouraging customers to seek professional dental care. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our settlement amount under the public medical insurance programs amounted to RMB24.2 million, RMB32.6 million, RMB39.5 million and RMB19.6 million, respectively.

The *Interim Measures for the Management of Medical Insurance in Designated Medical Institutions* (《醫療機構醫療保障定點管理暫行辦法》), which was promulgated on December 30, 2020 and came into effect on February 1, 2021, stipulated the requirements for medical institutions to be qualified as a Medical Insurance Designated Medical Institution. Medical Insurance Designated Medical Institutions are required to pass annual review regarding their compliance to maintain the qualification of Medical Insurance Designated Medical Institution.

As of the Latest Practicable Date, 65 of our dental institutions in operation were Medical Insurance Designated Medical Institutions, while the other 18 dental institutions were in the process of applying for the qualification of Medical Insurance Designated Medical Institution. Therefore, some of the dental services provided by our dental institutions qualified as Medical Insurance Designated Medical Institutions are eligible to be paid by public medical insurance programs. The specific percentage covered by different public medical insurance programs may vary based on criteria including type of the insurance program, the age of the patient and the particular type of dental treatment involved.

---

## BUSINESS

---

For medical fees covered by the public medical insurance programs and payable by the local medical insurance bureaus, our dental institutions which are Medical Insurance Designated Medical Institutions typically receive reimbursement of the portion deemed as eligible by the local medical insurance bureaus in the following one month since the relevant dental services are rendered.

See "Risk Factors — Risks Relating to Our Business and Industry — Our dental institutions derive a portion of revenue from public medical insurance programs. Any failure to remain eligible for public medical insurance coverage, or any non-payment or delayed payment under public medical insurance programs could adversely affect our results of operations and financial position."

### **Broad Customer Base with Intimate Customer Experience**

We stay in proximity to customers. Over years of operation, we have built a broad customer base and earned a trustworthy reputation. Our dedicated efforts in improving brand influence, long-term relationships with seasoned medical professionals, well-rounded treatment plans customized for customers' individual oral conditions, advanced equipment and facilities, as well as standardized service procedures all contribute to our highly satisfactory dental services. To maintain and further expand our customer base, we are committed to delivering superior customer experience across multiple scenarios.

- ***One-stop experience with convenient and comprehensive services.*** We believe that a full suite of service offerings saves time for customers and streamlines the whole dental health management process, helping us acquire new customers as well as retain existing ones. Our standardized customer management system covers the whole service procedure, ensuring that customers are treated coherently by designated staff throughout the pre-consultation stage, treatment stage and post-consultation stage. Additionally, we designate oral health management consultants in our dental institutions, who keep interactive and responsive communication to customers, mitigating information gaps between our customers and medical professionals, and offering customers an intimate service experience. Our oral health management consultants collaborate closely with our medical professionals in dental institutions to deliver a full line-up of dental services, addressing the diverse oral health needs in a one-stop manner.
- ***Stay in proximity to customers with prompt responses and diversified activities.*** Convenience and timeliness are essential to deliver an excellent customer experience. Most of our dental institutions are located in densely populated areas and close to local communities, which helps customers receive accessible and reliable dental services without long-distance travel. We offer customers instant medical attention, effectively address their oral health concerns and analyze their personal oral conditions, thus delivering services in a more comfortable and targeted way. Meanwhile, timely and frequent communication with customers reflects our respect and reduces customer dissatisfaction arising from long waiting time. We

---

## BUSINESS

---

proactively follow up with our customers through WeChat, phone calls or messages, confirming their appointment, responding to their inquiries promptly and reminding customers to pay follow-up visits to our dental institutions for their following treatment sessions. In addition, to promote trust and loyalty, we from time to time hold appreciation activities for customers, inviting them to join our health lectures, watch movies and experience tea-making for free. These diversified activities elevate customer satisfaction while encouraging them to visit our dental institutions for regular dental care.

- ***Digitalized customer relationship management and effective customer outreach.*** Taking advantage of technology and digitalization, we maintain close and interactive relationships with our customers. We have deployed a SCRM system for better customer acquisition and customer relationship management. See “— Information Technology Systems” for details. This system is integrated with our HIS to synchronize information of customers paid visits to our dental institutions. We remain highly responsive to customers and strive to deliver customized service experiences based on the relevant customers’ previous treatment in our dental service network. Through our SCRM system, our headquarters set marketing targets and requirements on customer outreach on a daily basis. Holiday greetings and healthcare knowledge popularization through WeChat help us build a welcoming and friendly image among customers, enhancing their service experience while increasing repurchase for our dental services.
- ***Systematic internal mechanism that prioritizes service experience and feedback.*** Providing satisfactory customer services is a top priority across our dental service network. We have standardized the service procedures and established specifications for customer services, requiring both medical professionals and oral health management consultants to maintain politeness throughout the whole communication and effectively resolve any issue raised by customers. We arrange periodic internal meetings and training to discuss and review our performance regarding customer services. We also arrange random satisfaction surveys in our dental institutions, prompting medical professionals to serve customers with heart and soul and maintain long-term relationships with customers.

We believe optimizing service experience not only contributes to fostering trust among existing customers, but also encourages word-of-mouth referrals to their families and acquaintances. As such, reliable treatment quality combined with satisfied customer experience drives the continuous growth of customer loyalty and the expansion of our customer base.

## BUSINESS

The following table sets forth certain key operational data of our customer base for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
Number of new customers <sup>(1)</sup>	172,336	168,479	171,991	85,511	78,291
Number of customers . . . . .	268,681	276,310	296,859	167,210	166,140
Customer visits <sup>(2)</sup> . . . . .	715,444	708,651	768,809	373,227	368,891
– General dentistry services . . . . .	540,269	520,961	549,907	273,114	258,240
– Implantology services . . . . .	52,086	59,763	78,759	36,093	42,914
– Orthodontics services . . . . .	123,089	127,927	140,143	64,020	67,737
Customer return rate <sup>(3)</sup> (%) . . . . .	73.9	75.3	76.7	76.2	78.1

*Notes:*

- (1) Representing customers who received dental services provided by us for the first time.
- (2) The decrease of our customer visits in 2022 was mainly caused by our disposal of eight dental institutions in 2022. The decrease of our customer visits in the first half of 2024 was mainly caused by customers’ consumption downgrade resulting from the slower-than-expected post-pandemic economic recovery and fierce competition among dental services providers.
- (3) Representing the number of customer visits by returning customers during the relevant period divided by the total number of our customer visits during the same period. Returning customers refer to customers who paid visits to our dental institutions for twice or above since our inception and up to the end of the relevant period according to the records in our operating systems.

### Customer Feedback

#### *Customer Satisfaction*

We value customers’ feedback as a crucial indicator in assessing the performance of our clinical practices and customer services. To constantly gain operational and managerial insights into the evolving customer demands and optimize service experience, we conduct customer satisfaction surveys to understand their attitudes and suggestions, based on which we review our service quality and medical professionals’ integrity. By inviting customers to provide comments and express their opinions, we foster customers’ sense of participation and make them feel valued. Learning from customers’ expectations of our services deepens our understanding in dental institution operation and management. We collect customer feedback in various ways, including comment collection surveys through online group-buying platforms, short messages or WeChat, paper surveys and complaint collection boxes in offline dental institutions, call-back interviews, messages and hotlines. During the Track Record Period, the number of customer complaints received by us as a percentage of the total customer visits to our dental service network was approximately 0.01%, significantly lower than the industry average of approximately 1.0% during the same period, according to Frost & Sullivan.

---

## BUSINESS

---

### *Customer Complaints*

Owing to the nature of services, dental services providers occasionally face complaints from customers. During the Track Record Period, we sporadically receive customer complaints (客戶異議), usually in relation to longer waiting time than expected, perceived indifferent attitude of our staff, dissatisfaction with pricing, service quality below customers' expectation or perceived side effects or complications occur in connection with dental services provided by us.

### *Our Management Measures on Customer Complaints*

To ensure prompt and proper handling of customer complaints, we have established a standardized and tiered complaint handling procedure within our dental service network. When a customer raises the disagreement and initiates the complaint, the manager of the relevant dental institution shall listen to the customer's opinion and timely give explanations. For those complaints failed to reach a consensus, the manager reports the complaints to the chief operational administrator (運營總監), who then reports to our Medical Department for thorough investigations and preliminary conclusions. Our Medical Department then organizes negotiations among the relevant expert, manager and customer based on the findings of detailed investigations, offering solutions to reach a consensus.

We review all complaints received for rectification and improvement. We periodically summarize and analyze complaints received, hold internal discussions on major complaints and set appropriate internal guidelines or adjustments to prevent recurring complaints of a similar nature.

For all the disagreement and complaints raised by the customers, we listen to the customer's opinion and timely provide explanations. Apart from explanations, customers generally accept complimentary services and/or refunds to settle their complaints. We may also be required to pay monetary compensation to settle customer complaints. We investigate the background and basis of customers' requests for refunds or compensation on a case-by-case basis, evaluating the reasonableness of the requests, as well as other factors such as resources that we may otherwise have to spend in settling the customer complaints and impact on our brand image. During the Track Record Period and up to the Latest Practicable Date, the total amount of monetary compensation (except for refund) paid by us to settle customer complaints amounted to approximately RMB0.2 million.

## **BRANDING AND PROMOTION**

Over years of operations in the dental services market, we are committed to building our brand and strengthening our brand influence among customers. Our Marketing Center takes charge of the planning and scheduling of our branding and promotion activities to improve the regulatory compliance and consistency of such activities. By delivering reliable and high-quality services, we have built a unified brand image which differentiates us from competitors and helps us attract and retain customers. We integrate both offline and online marketing resources to enhance our brand exposure to the general public and attract more customers to visit our dental institutions. As of June 30, 2024, we had 50 employees being responsible for our offline and online branding and promotion activities in China.

## **BUSINESS**

---

### **Offline Branding and Promotion**

Attaching great importance to the service quality, we address customers' oral disease treatment and oral health management demands with refined technologies, advanced equipment and intimate services, gaining customers' satisfaction and cultivating a trustworthy brand image. We obtain new customers through word-of-mouth publicity, as satisfied customers from time to time recommend our services to their families and acquaintances.

Meanwhile, our dental institutions are strategically located in densely populated areas and adjacent to local communities, where we easily gain access to potential customers. We adopt diversified branding measures, such as bus station advertisements, elevator advertisements (in image or video) in communities and office buildings, bus advertisements, and advertisements on the barrier gates of communities, elevating brand awareness among local residents. In addition to attracting walk-in customers, we also actively engage in pro-bono activities in communities and enterprises, such as free dental consultation services and health lectures. These frequent free dental consultation services help us introduce our brand and major services to residents while raising residents' awareness to oral hygiene and oral health management.

We also organize and participate in various academic conferences in the dental services industry, such as the annual meetings of Chinese Stomatological Association and the annual meetings of implantology committee and orthodontics committee of Chinese Stomatological Association, which enable us to continuously enhance our exposure to medical professionals, especially seasoned dentists with established reputation, while keeping us informed about the latest industry information and advancing our technological capabilities.

### **Online Branding and Promotion**

To reinforce our brand awareness and recognition among potential customers, we leverage social media platforms, e-commerce platforms and multiple search engine platforms with vast customer traffic to promote our brand, medical professionals, as well as dental services to the general public. These social media platforms, e-commerce platforms and multiple search engine platforms are the online marketing channels to enhance our exposure to potential customers and strengthen our brand influence. We set annual and monthly promotion targets and conduct regular reviews on our marketing performance, optimizing the cost-efficiency of our online promotion activities. We utilize our brand-building capabilities and invite individuals to conduct on-site visits and experience our services, thereby increasing our exposure on popular social media platforms and embracing the trending internet celebrity economy.

Our WeChat public accounts and WeChat mini programs enable customers to conveniently understand our brand and corporate culture, and check the introduction of our dentists and dental institutions without temporal and spatial constraints. We also popularize the basic knowledge of oral health management through text and images among potential customers through our WeChat public accounts.

## BUSINESS

To improve customers' service experience while enhancing customer loyalty, we spend efforts in daily customer relationship maintenance through calls, messages or WeChat. For instance, during the follow-up calls, our medical professionals check the recovery progress, provide guidance on the following treatment sessions when necessary and promptly address customer inquiries. In addition, to elevate customer stickiness to our dental services, we invite customers to join our offline activities, such as health lectures and customer appreciation activities, through which we improve our customer experience and increase our customer retention rate.

### PRICING

Under the applicable PRC laws and regulations, as a private dental services provider, we are generally entitled to set the prices of dental services of our dental institutions at our own discretion. We price dental services based on certain factors, including the complexity of the treatments, operating costs, local market conditions and the pricing of both private and public dental institutions in the same region on similar dental services. We from time to time review our pricing to avoid malicious competition caused by their unreasonable pricing or promotion.

The following table sets forth the price ranges of our major types of dental services during the Track Record Period:

Type of services	General price range
<b>General dentistry services<sup>(1)</sup></b>	
– Crown services . . . . .	RMB980 to RMB7,500 per tooth
– Dental filling services . . . . .	RMB200 to RMB600 per tooth
– Root canal treatment services . . . . .	RMB300 to RMB1,500 per tooth
<b>Implantology services<sup>(2)</sup></b>	
– Single-implant . . . . .	RMB1,920 to RMB11,900 per tooth
– Half denture . . . . .	RMB20,000 to RMB70,000 per denture
<b>Orthodontics services<sup>(3)</sup></b>	
– Orthodontics services . . . . .	RMB4,500 to RMB42,000 per case

*Notes:*

- (1) Prices of our general dentistry services vary, generally depending on the type of particular specialties and services provided, and the regions where the relevant dental institutions located.
- (2) Prices of our implantology services vary, generally depending on the type of consumables and the regions where the relevant dental institutions located.
- (3) Prices of our orthodontics services vary, generally depending on the type of consumables and the regions where the relevant dental institutions located.

Our dental institutions that are qualified as Medical Insurance Designated Medical Institutions are required to charge medical fees in accordance with the pricing guidelines and price ceilings set by the relevant government authorities for dental services eligible to be paid through the public medical insurance programs. We regularly inspect the pricing of our Medical Insurance Designated Medical Institutions to ensure compliance with local medical insurance policies.



---

## BUSINESS

---

In recent years, the PRC government has been propelling the centralized procurement to promote the transparency in the pricing of dental implantology consumables and services, making the implantology service more affordable and accessible for the general public. In response to such policies, we made timely pricing adjustments on our implantology services and witnessed more customers access affordable dental services. For further details of centralized procurement policies and pricing supervision, see "Regulatory Overview — Regulations on the Reform of Medical Institutions."

### SUPPLIERS AND PROCUREMENT

Our dental service network requires various products for its business operations, mainly covering dental devices and pharmaceuticals. Our suppliers primarily comprise (i) suppliers of the above products; (ii) marketing and promotion services providers as well as consulting services providers; and (iii) software, hardware and services providers of informatization. We mainly purchase from suppliers located in China, including domestic distributors that are licensed to import dental tools and equipment manufactured by foreign manufacturers.

#### **Our Centralized Procurement Management Mechanism**

To streamline our dental institutions' procurement of dental devices and pharmaceuticals, we have adopted a centralized procurement management mechanism and deployed an online supply chain system. With standardized procurement procedures, we select qualified suppliers that are able to provide reliable supplies to us at competitive prices and monitor the quality of supplies within our dental service network. Our internal procurement policies and guidelines are reviewed and approved during the manager meetings at the headquarters level.

#### ***Supplier Selection and Lists of Suppliers and Equipment***

We conduct thorough market research and analysis before selecting suppliers and procuring supplies. We mainly select suppliers through bidding process based on stringent selection criteria and the applicable PRC laws and regulations to ensure the legality and quality of our purchases. We enter into framework agreements with successful bidders and place procurement orders for the following procurement based on the actual procurement needs arising from daily operations.

When selecting suppliers at the headquarters level, we consider, among other things, the quality characteristics and strengths of their supplies, the qualification of suppliers, the pricing, service experience, value-added services and the suppliers' track record and market share. Our suppliers are required to possess all licenses and permits necessary to conduct their operations.

We have established a supplier list containing suppliers that have met all our selection criteria. We classify our suppliers in different levels for better daily inspections and routine assessments on our suppliers' performance to check their qualifications and maintain the legality, quality and stability of supplies. In addition, we value the feedback from medical professionals on their usage experience. If medical professionals identify sub-standard dental devices or pharmaceuticals, we timely address the issue by discussing with the relevant suppliers and holding internal review meetings. We dynamically update the supplier list based on our review on the suppliers and feedback on their supplies. We also keep a standard

---

## BUSINESS

---

equipment list for our dental institutions to record and track the details of our existing dental equipment. We make decisions to replace our dental equipment based on the comprehensive evaluations on equipment depreciation and amortization period, length of usage, equipment performance and wear and tear condition.

### *Procurement Process*

With respect to major dental devices and pharmaceuticals, most of our dental institutions report their procurement needs to the online supply chain system at the headquarters level, specifying the amount, type together with the particular customization requirements, while other dental institutions procure dental devices and pharmaceuticals directly from suppliers. The procurement needs reported to our headquarters are then reviewed by our Procurement Department (採購部) under the Administrative Center, which places purchase orders with the selected suppliers. The procurement needs of dental equipment are reported by dental institutions and reviewed by our Procurement Department together with the personnel taking charge of operational and technical affairs at the headquarters level. Our Procurement Department then consolidates the procurement needs to prepare procurement budget plans, which shall be reported to and approved by our Medical Center and Financial Center successively. After the standardized internal approval process, our Procurement Department enters into procurement agreement with the supplier and proceeds with the advance payment. With respect to dental consumables that are regulated by the government centralized procurement policies, such as implants and crowns for implantology services, we enter into tripartite procurement agreements with distributors and manufacturers on the government procurement platform, reporting our annual demands and procuring the relevant consumables as needed according to the tripartite agreements.

Through unified bidding, dynamic price inquiry and comparison, as well as centralized price negotiation, we seek high-quality supplies at reasonable prices accommodating the actual business demands of our dental institutions. We believe unified bidding and centralized procurement allow us to achieve economies of scale and enhance operational efficiency, while serving customers with quality supplies used in our dental service network.

### *Procurement Agreements with Suppliers*

We generally enter into procurement agreements with our major suppliers for dental devices and pharmaceuticals with a term of one to two years on a non-exclusive basis. Depending on the types of supplies and our relationships with the suppliers, the terms of the procurement agreements vary from supplier to supplier. We generally do not have long-term agreements with our suppliers. By virtue of our well-established brand image in Central China and large operational scale, we generally have strong bargaining power during price negotiation and are typically given credit terms ranging from two months to three months by our suppliers for dental consumables, and one month for pharmaceuticals. We typically have installment payment arrangements with our suppliers for dental equipment. We normally pay our suppliers via wire transfer. Our suppliers are generally responsible for arranging the delivery to our designated place of delivery at their own costs. Our suppliers generally grant us a guarantee period in the procurement agreements. We are typically entitled to return or exchange certain supplies that do not meet our standards upon inspection after delivery and during usage after acceptance.

## BUSINESS

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any significant return or exchange of supplies that did not meet our standards or suffered any significant loss or damage caused by quality problems of supplies. To ensure the stability of supplies while maintaining supply consistency, we typically source each type of supplies from selected suppliers with several alternative options for backup. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any significant shortage of or delay in the delivery of supplies that caused material adverse impacts on our business operations. Capitalizing on our centralized procurement management mechanism and strong bargaining power, we had not experienced any significant fluctuation in the prices of our supplies which had a material adverse impact on our results of operations or gross profit margins during the Track Record Period and up to the Latest Practicable Date.

For risks in relation to our relationships with suppliers, see “Risk Factors — Risks Relating to Our Business and Industry — Failure to maintain business relationships with our suppliers, or any decrease, shortage or delay in the supply, or an increase in the prices of supplies may adversely affect our business, financial condition and results of operations.”

### Our Five Largest Suppliers

The following tables set forth certain information of our five largest suppliers in each period of the Track Record Period:

#### *Six Months Ended June 30, 2024*

<u>Supplier</u>	<u>Major products/services purchased by us</u>	<u>Credit terms</u>	<u>Payment method</u>	<u>Amount of purchases</u>	<u>As a percentage of our total purchases</u>	<u>Length of business relationship with us</u>
				<i>(RMB'000)</i>	<i>(%)</i>	
Supplier A . . .	Dental devices	0 to 90 days	Bank transfer	6,313	15.4	Since 2018
Supplier B . . .	Advertising services	Pay by installments	Bank transfer	3,833	9.3	Since 2022
Supplier C . . .	Dental devices	0 to 60 days	Bank transfer	3,461	8.4	Since 2020
Supplier D . . .	Dental devices	0 to 90 days	Bank transfer	3,362	8.2	Since 2018
Supplier E . . .	Dental devices	0 to 30 days	Bank transfer	<u>2,314</u>	<u>5.6</u>	Since 2014
				<b>19,283</b>	<b>46.9</b>	

**BUSINESS**

***Year Ended December 31, 2023***

<b>Supplier</b>	<b>Major products/services purchased by us</b>	<b>Credit terms</b>	<b>Payment method</b>	<b>Amount of purchases</b>	<b>As a percentage of our total purchases</b>	<b>Length of business relationship with us</b>
				<i>(RMB'000)</i>	<i>(%)</i>	
Supplier A . . .	Dental devices	0 to 90 days	Bank transfer	15,147	16.2	Since 2018
Supplier F . . .	Dental devices	0 to 90 days	Bank transfer	7,468	8.0	Since 2011
Supplier C . . .	Dental devices	0 to 90 days	Bank transfer	7,157	7.7	Since 2020
Supplier E . . .	Dental devices	0 to 30 days	Bank transfer	6,509	7.0	Since 2014
Supplier D . . .	Dental devices	0 to 90 days	Bank transfer	5,638	6.0	Since 2018
				<b>41,919</b>	<b>44.9</b>	

***Year Ended December 31, 2022***

<b>Supplier</b>	<b>Major products/services purchased by us</b>	<b>Credit terms</b>	<b>Payment method</b>	<b>Amount of purchases</b>	<b>As a percentage of our total purchases</b>	<b>Length of business relationship with us</b>
				<i>(RMB'000)</i>	<i>(%)</i>	
Supplier A . . .	Dental devices	0 to 90 days	Bank transfer	18,292	20.8	Since 2018
Supplier F . . .	Dental devices	0 to 90 days	Bank transfer	7,615	8.7	Since 2011
Supplier E . . .	Dental devices	0 to 30 days	Bank transfer	7,431	8.4	Since 2014
Supplier D . . .	Dental devices	0 to 90 days	Bank transfer	5,877	6.7	Since 2018
Supplier B . . .	Advertising services	Pay by installments	Bank transfer	4,665	5.3	Since 2022
				<b>43,880</b>	<b>49.9</b>	

***Year Ended December 31, 2021***

<b>Supplier</b>	<b>Major products/services purchased by us</b>	<b>Credit terms</b>	<b>Payment method</b>	<b>Amount of purchases</b>	<b>As a percentage of our total purchases</b>	<b>Length of business relationship with us</b>
				<i>(RMB'000)</i>	<i>(%)</i>	
Supplier A . . .	Dental devices	0 to 90 days	Bank transfer	23,822	30.0	Since 2018
Supplier F . . .	Dental devices	0 to 90 days	Bank transfer	13,992	17.6	Since 2011
Supplier G . . .	Dental devices	0 to 90 days	Bank transfer	5,408	6.8	Since 2009
Supplier E . . .	Dental devices	0 to 30 days	Bank transfer	5,291	6.7	Since 2014
Supplier H . . .	Dental devices	0 to 90 days	Bank transfer	4,250	5.4	Since 2020
				<b>52,763</b>	<b>66.5</b>	

All of our five largest suppliers in each period of the Track Record Period are Independent Third Parties. To the best of the knowledge of our Directors, none of our Directors, their respective associates or any shareholder who owns more than 5% of our issued share capital had any interest in any of our five largest suppliers in each period of the Track Record Period.

---

## BUSINESS

---

### INVENTORY MANAGEMENT

Our inventories primarily consist of dental consumables and pharmaceuticals which are stored in the warehouses or storerooms of our dental institutions for temporary storage of such inventories.

While each of our dental institutions maintains its own inventories, we have implemented a strict inventory management system at our headquarters level to monitor the procurement, storage and distribution of inventories. To minimize operational risks arising from inventories and optimize the utilization of inventories, we set target inventory turnover days and kept an efficient inventory turnover during the Track Record Period. Our dental institutions generally maintain one to three months of inventory to meet their business needs. See “Financial Information — Discussion of Certain Key Items from Consolidated Statements of Financial Position — Inventories” for details of our inventory turnover days. As of December 31, 2021, 2022 and 2023 and June 30, 2024, our inventory amounted to approximately RMB8.1 million, RMB6.1 million, RMB5.7 million and RMB4.7 million, respectively. Our inventory turnover days decreased throughout the Track Record Period primarily attributable to the decrease in our inventory balance and our improved inventory management.

Upon inspection after delivery, supplies are stored into the designated storage areas in our dental institutions. We typically conduct monthly reviews on inventories to check and report the medical consumables on hand against the records in our information technology systems. We track, determine and record reasons for any identified difference to keep accurate inventory records. In addition to the inventory management within dental institutions, pursuant to the check results on inventory balance and turnover days, our headquarters timely reminds the relevant dental institutions of the identified problems. Meanwhile, we closely monitor inventory expiry dates to avoid the usage of expired items. Once the supplies are expired, we safely dispose of them in accordance with applicable laws and regulations, and write off them accordingly. During the Track Record Period, we did not experience any significant write-offs of our inventories.

### MEDICAL QUALITY CONTROL

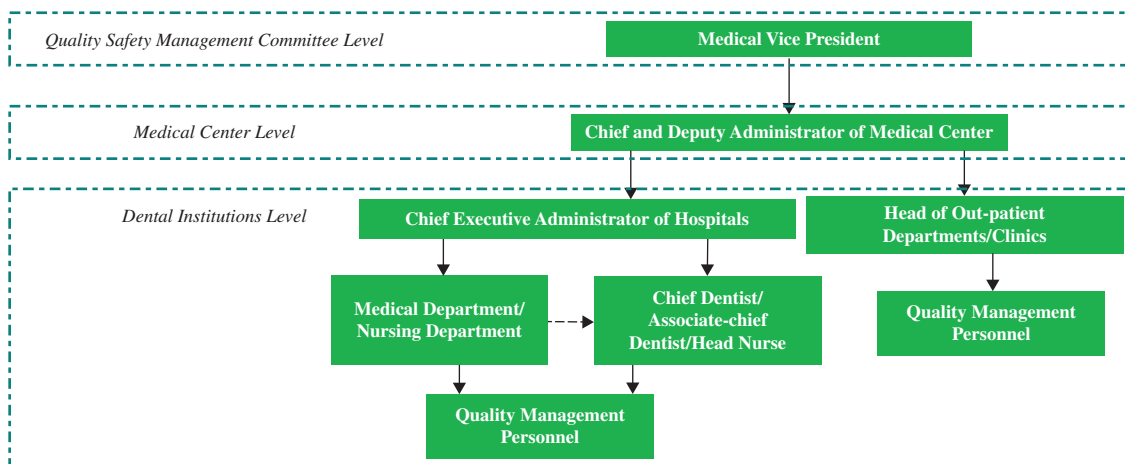
We believe quality control is of vital importance to ensuring the safety and quality of our services and maintaining our brand image and reputation among existing and potential customers. We have established a tiered quality control system within our dental service network, pursuing regular inspection and instant adjustment during our daily operations. We have adopted a series of internal measures focusing on quality control, such as *Medical Quality and Safety Management Core Measures* (《醫療質量與安全管理核心制度》) and *Quality Management Personnel Work Book* (《質量管理員工作手冊》).

## BUSINESS

### Systematic Quality Management System

We have established a “three-level and four-tier” quality management system to monitor the quality of dental services provided to customers through our dental institutions. Such quality management system connects three-level institutions, namely our Quality Safety Management Committee (質量安全管理委員會), our Medical Center and dental institutions in our dental service network, and comprises four-tier staff, namely our medical vice president, chief and deputy administrator of our Medical Center, chief executive administrator/head of the dental institutions and quality management personnel of medical and nursing services. For our dental hospitals, the heads of their medical departments and nursing departments also participate in tiered quality management system. The below table sets forth our “three-level and four-tier” quality management system.

#### *Three-level and Four-tier*



As of June 30, 2024, our quality management personnel comprised 162 employees, including experienced dentists at our dental institutions as medical quality management personnel (醫療質管員) and selected nurses at our dental institutions as caring quality management personnel (護理質管員), the majority of which have stomatology, caring or related educational background and/or working experience. All of our dental institutions have designated medical quality management personnel and/or caring quality management personnel in charge of monitoring the quality of services. Quality management personnel is responsible for supervising our dental institutions to adopt and maintain efficient and standardized control methods that focus on the quality of dental services. Our dental institutions conduct internal reviews on the quality management periodically. The comprehensive quality control performance of our dental institutions is collected, analyzed and reported by our quality management personnel by months. Additionally, we arrange random quality inspections and optimize the implementation plans relating to quality control on dental services based on the results of both periodic evaluations and random inspections.

---

## BUSINESS

---

### **Our Quality Control Initiatives**

Service quality has direct impacts on the efficacy of our treatments and customers’ trust in us. We require our dental institutions to enhance awareness of customers’ safety during treatments. Pursuant to the industry technical standards and our dental experts’ accumulated experience, we established a series of treatment and operating procedures to standardize and refine the workflows of our dental clinical practices, such as *Oral Disease Diagnosis and Treatment Guidance and Technical Standards* (《口腔疾病診療指南與技術規範》), *Oral Clinical Nursing Procedure* (《口腔臨床護理操作流程》) and *Standard Diagnosis and Treatment Protocols for Oral Diseases* (《口腔疾病診療常規》). Clear guidance with detailed instructions on workflows helps our medical professionals coordinate closely and effectively, minimizing the risks arising from improper treatment or nursing, which ultimately contributes to the treatment efficacy and customer satisfaction.

Based on the risks and complexity of treatments, we categorize our service procedures and set different levels of clinical standards for treatments. We also set specific requirements on the expertise, professional rank and experience of medical professionals carrying on different levels of treatments for customers. This approach ensures that customers receive treatment from skilled dentists while reserving highly experienced experts for cases involving complex oral conditions.

Our stringent talent recruitment procedures and well-rounded cultivation system for medical professionals also improve the reliability of our service quality. See “— Medical Professionals — Recruitment, Management and Cultivation of Medical Professionals” for details.

## **RESEARCH AND DEVELOPMENT**

### **Research and Development on Utility Model Patents**

During the provision of dental services, our dentists and other medical professionals from time to time identify common unmet needs or challenges in clinical practices, such as enhancing treatment efficacy, addressing specific dental conditions with proper tools or easing customers’ discomfort during certain treatment processes. Leveraging these insights, our experienced dentists take the lead in developing and optimizing dental tools and devices used in our dental service network based on daily observations and considerations in terms of practicality, feasibility, and potential impact on dental care. After the development and thorough testing process, the relevant tools or devices are optimized for practical use and ultimately submitted for patent registration. As of the Latest Practicable Date, we had 10 registered utility model patents, which were material to our business, demonstrating our contributions to continuous advancements and innovations.

---

## BUSINESS

---

### Research and Development on Information Technology Systems

Our Information Department is responsible for research and development of our information technology systems. By identifying the actual needs during our daily operations, our Information Department developed a matrix of information technology systems tailored to digitalize our operations and corporate management. To respond to the evolving management demands arising from our expanding dental service network, our Information Department constantly refines the functionality and usability of our information technology systems. Such refined systems visualize operating results and vital performance indicators for our management and support our management analysis and decision-making.

The development cycle for our major information technology systems varies, depending on the complexity of the systems and the required upgrades. The typical development process covers demands analysis, feasibility study, internal approval, development, testing and adjustment, and system launch. Advanced technologies underpin our development, application and optimization of diversified information technology systems. To sustain this innovation, we recruit, retain and cultivate our research and development employees, especially those employees with deep insights in both information technology and dental institutions.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, we incurred research and development expenses of RMB6.8 million, RMB6.6 million, RMB6.8 million, RMB3.4 million and RMB3.3 million, representing 1.8%, 1.6%, 1.5%, 1.6% and 1.6% of our total revenue for the same periods, respectively. We expect to further optimize our information technology systems and enhance our technical strength by continuously investing in system upgrades and informatization. See “Future Plans and Use of [REDACTED].”

### INFORMATION TECHNOLOGY SYSTEMS

Our Information Department has a software development team and a hardware network team. The software development team primarily takes charge of planning, implementing and promoting system development and upgrade based on our business demands. We expect to progressively reach the standardization of software development. The hardware network team is primarily responsible for the daily maintenance of information technology systems deployed in our headquarters and dental institutions, the standardized management of hardware network, implementation of data security policies, cybersecurity, training sessions relating to the operations of hardware and equipment, and periodical analysis on the information technology systems. We also pay close attention to technology development to drive our constant improvement of system operation and maintenance methods.

We are in the process of propelling the informatization of our business operations and visualizing our performance for better operations. Our in-house development of information technology systems enables us to timely respond to informatization demands arising from daily operations and deepens our understanding in performance with tailored data analytical tools.



## BUSINESS

---

We have adopted a matrix of information technology systems, which are centralized on the unified information technology infrastructure underpinned by the public cloud. Set forth below are our major information technology systems.

- ***Hospital Information System (the "HIS")***. By applying our robust software development capabilities, we have developed our HIS to digitalize our diagnosis and treatment process, which underpins our standardized business operations and scalable customer base. Specifically, our HIS supports digitalized customer management, electronic medical records and pricing management, granting our medical professionals efficient access to treatment records and enabling our precise management on dental practices.
- ***Office Automation System (the "OA system")***. We have developed an OA system to facilitate our human resource management, asset management and internal approval process. Such system covers multiple functional modules to address our daily office needs, enabling us to achieve standardized and modernized operations.
- ***Supply Chain System***. We have deployed an advanced supply chain system to digitalize the whole process of our centralized procurement, covering demand reporting, placing orders, acceptance, storage and inventory consumption. Utilizing the connections between such system and our HIS and OA system, we monitor the quality and usage of supplies through real-time system updates.
- ***Fund Management System***. To realize centralized financial management and monitor financial risks, we have deployed a tailored fund management system, which has a connection with our OA system. We believe such system improves our fund utilization efficiency while elevating fund security.
- ***Big Data Analysis System (the "BI system")***. Supported by advanced technologies, we have developed a BI system to analyze the status and trend of our business performance for our management. Deployment of such system helps our management understand our business performance through streamlined and visualized indicators.
- ***Marketing Middle Platform***. We have developed our marketing middle platform to monitor our marketing and promotion activities and customer services. Such platform has been connected with our HIS and OA system to realize real-time updates on discounts offered and our customers' feedback.

---

## BUSINESS

---

- **Social Customer Relationship Management System (the “SCRM system”).** We have deployed a SCRM system for customer acquisition and customer relationship management. Such system facilitates our approaching and tracking customers with dental service demands while supporting our maintenance of customer relationships. Connected with our HIS, our SCRM system enhances our online interactions and follow-ups with customers, ultimately leading to improved customer satisfaction and loyalty.
- **Supplier System.** Based on our observations on procurement activities, we have developed a supplier system adapted to the dental services market to offer convenience for our suppliers during the transaction process. As of the Latest Practicable Date, we were in the process of upgrading our supplier system to accommodate to the expansion of our business.

Our fees and expenses incurred in respect of the maintenance and upgrade of information technology systems amounted to RMB1.3 million, RMB1.3 million, RMB1.8 million, RMB0.9 million and RMB0.8 million, for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, respectively. We plan to continuously invest in our information technology systems to support the growth of our business operations and achieve refined corporate management. For more details, see “Future Plans and Use of [REDACTED].”

### **Development of the Regulatory Environment of Cybersecurity, Data Security and Protection of Personal Information**

Cybersecurity, data security and protection of personal information have become an increasing regulatory focus of government authorities. There has been continuous regulatory development regarding cybersecurity, data security and protection of personal information in China in recent years. On November 7, 2016, the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) (the “SCNPC”), promulgated the *Cybersecurity Law of the PRC* (《中華人民共和國網絡安全法》), which became effective on June 1, 2017. In July 2018, the NHC promulgated the *Administrative Measures Regarding National Healthcare Big Data Standards, Safety and Service Management (Trial)* (《國家健康醫療大數據標準、安全和服務管理辦法(試行)》) to further standardize the management of the healthcare data produced during disease treatment and health management. On June 10, 2021, the *PRC Data Security Law* (《中華人民共和國數據安全法》) was adopted by the SCNPC and became effective on September 1, 2021. On August 20, 2021, the *PRC Personal Information Protection Law* (《中華人民共和國個人信息保護法》) (the “PIPL”) was adopted by the SCNPC and became effective on November 1, 2021. On December 28, 2021, the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室) (the “CAC”), together with certain other PRC government authorities, promulgated the revised *Measures for Cybersecurity Review* (《網絡安全審查辦法》), which became effective on February 15, 2022. On August 8, 2022, the NHC, the NATCM, and National Disease Control and Prevention Administration (國家疾病預防控制中心) jointly promulgated the *Administrative Measures for the Cybersecurity of Medical and Healthcare Institution* (《醫療衛生機構網絡安全管理辦法》) with immediate effect.

---

## BUSINESS

---

For further details of laws and regulations regarding cybersecurity, data security and protection of personal information, see "Regulatory Overview — Laws and Regulations Related to Cybersecurity, Data Security and Protection of Personal Information." The above regulatory development could impact the healthcare services industry in China, including dental services providers with information technology systems.

As confirmed by our PRC Legal Advisors relating to Data Compliance, we were in compliance with all applicable PRC laws and regulations governing cybersecurity, data security and protection of personal information in all material aspects during the Track Record Period and up to the Latest Practicable Date. However, as the laws and regulations regarding cybersecurity, data security and protection of personal information are still developing, we cannot assure you that we can always timely adapt to all the new requirements of such laws and regulations. See "Risk Factors — Risks Relating to Our Business and Industry — We are subject to evolving laws, regulations and government policies regarding cybersecurity, data security and personal information protection. Actual or alleged failure to comply with such laws, regulations and government policies could adversely affect our business and reputation."

### *Our Access to Personal and Medical Information during Operations*

During provision of dental services, with the prior consent of customers or as approved by the applicable laws and regulations for personal information processing, we collect and store personal and medical information of customers to the extent necessary and in accordance with applicable PRC laws and regulations. These personal and medical information of customers typically covers name, gender, identification number, contact information, medical history and other medical records. During the Track Record Period and up to the Latest Practicable Date, we did not collect or store any personal information of foreign residents, considering we did not provide dental services to overseas customers. We require that information and data we receive during our operations in China shall be stored and preserved within China.

### *Our Internal Policies and Measures on Cybersecurity, Data Security and Protection of Personal Information*

As a dental services provider in China, we highly value cybersecurity, data security and protection of customers' personal and medical information. We have implemented management measures on customers' information to monitor the collection, storage, access, use and protection of customers' personal and medical information, thereby ensuring regulatory compliance.

Specifically, during the information collection process, for personal and medical information, we only collect the data to the extent necessary and permitted by our customers. Prior to our collection, we clearly notify the customers on the purpose, scope and usage of the data. We utilize encryption technologies, such as file encryption, to keep personal and medical information transmitted in private, so that it cannot be viewed without proper authorization or exported in bulk. We strictly restrict the access to and copy of medical records, categorizing medical records and assigning individuals for supervising the management of personal and medical information. We also perform de-identification on raw data stored from customers,

---

## BUSINESS

---

protecting customers’ privacy while still maintaining data utility. To enhance our employees’ awareness on data security and protection, we arrange training sessions to introduce the characteristics of high-risk sites and tips on reducing the risks associated with phishing and account leakage. In addition, we also set up firewalls to prevent information loss or leakage caused by cyber-attacks. We have obtained the Level III Cybersecurity Protection Filling Certificate. We require our information technology service suppliers to strictly follow regulatory requirements on data protection and establish stable cooperation relationships with those suppliers have certificates regarding cybersecurity or better performance in data protection.

As a result of our efforts in strengthening the informationization capabilities and respecting cybersecurity and data security, we had not experienced any material service interruption caused by system malfunctions, or any material data leakage or data loss during the Track Record Period and up to the Latest Practicable Date.

Considering that: (i) we were not identified as a critical information infrastructure operator; (ii) our information systems are for our own use only and does not have multi-party trading capabilities, indicating we are not a platform operator; (iii) the data we process mainly includes the basic information and medical records of patients during diagnosis and treatment, which does not involve national security; (iv) the data collected and generated during our business development process is stored within the territory of China; (v) we have not received any investigation or inquiry from the CAC, the CSRC, or any other relevant government authority regarding cybersecurity, data security, or any cybersecurity review. Our PRC Legal Advisors relating to Data Compliance are of the view that the likelihood of us being required to undergo a cybersecurity review is low.

Considering the constant evolution of the regulatory requirements of cybersecurity, data security and protection of personal information in recent years, we have been paying close attention to the latest regulatory developments to timely adopt measures or make adjustments.

## COMPETITION

We operate in a highly competitive and fragmented industry, according to Frost & Sullivan. We generally compete with dental hospitals, out-patient departments and clinics as well as dental departments in general hospitals located in the same geographic regions as our dental institutions. We typically compete on the following key factors: quality of dental services, service experience, medical resources, especially seasoned dentists, brand influence, customers’ accessibility, as well as pricing.

As the largest private dental services provider in Central China in terms of revenue generated therefrom in 2023, we believe we are well positioned to capitalize on the tailwind of industry growth, leveraging our outstanding dentist resources, direct chain model, established brand awareness and continuous efforts. See “Industry Overview” for a more detailed discussion regarding the industries and markets where we operate.

## BUSINESS

### AWARDS AND RECOGNITIONS

Our strengths and industry influence are evidenced by the honors awarded to us during our years of operations. The following table sets forth major awards and recognitions received by us:

Year of award	Award/Recognition	Awarding authority/institution
2024. . . .	Hubei Provincial Golden Seed Enterprises for Listing (湖北省省級上市後備“金種子”企業)	Office of Hubei Provincial Enterprise Listing Work Leading Group (湖北省企業上市工作領導小組辦公室)
2023. . . .	New High-tech Enterprises (高新技術企業)	Department of Science and Technology of Hubei Province (湖北省科學技術廳), Department of Finance of Hubei Province (湖北省財政廳) and Hubei Provincial Tax Service, State Taxation Administration (國家稅務總局湖北省稅務局)
2023. . . .	Executive Member of Wuhan Non-government Medical Institutions Association (武漢市非公立醫療機構協會常務理事單位)	Wuhan Non-government Medical Institutions Association (武漢市非公立醫療機構協會)
2022. . . .	Creditable and Contract-honored Enterprise (守合同重信用企業)	Wuhan Administration for Market Regulation (武漢市市場監督管理局)
2021. . . .	Civilized Unit of 2021 to 2022 (2021-2022年度文明單位)	Wuhan Wuchang District Committee of the Communist Party of China (中共武漢市武昌區委員會), Wuhan Wuchang District People’s Government (武漢市武昌區人民政府)
2020. . . .	Creditable and Contract-honored Enterprise (守合同重信用企業)	Wuhan Administration for Market Regulation (武漢市市場監督管理局), Office of Wuhan Moral and Ideological Development Guiding Committee (武漢市精神文明建設指導委員會辦公室) and Office of Wuhan Social Credit System Construction Leading Group (武漢市社會信用體系建設領導小組辦公室)

**BUSINESS**

<b>Year of award</b>	<b>Award/Recognition</b>	<b>Awarding authority/institution</b>
2019. . . .	Star-class Rating (Out-patient Department): Four-Star (門診部星級評價:四星級)	Chinese Non-government Medical Institutions Association (中國非公立醫療機構協會)
2018. . . .	Technology Small Giant Enterprise of Wuhan (武漢市科技“小巨人”企業)	Bureau of Science and Technology of Wuhan (武漢市科學技術局)
2017. . . .	Gazelle Enterprise of 2017 (2017年度瞪羚企業)	Management Committee of Wuhan East Lake High-tech Development Zone (武漢東湖新技術開發區管理委員會)
2017. . . .	Strategic Cooperation Base of Wuhan University of Technology School of Management (武漢理工大學管理學院戰略合作基地)	Wuhan University of Technology (武漢理工大學)

Medical professionals practicing at our dental service network have profound academic achievements. The following table sets forth selected representative publications of such medical professionals:

<b>Year</b>	<b>Name of publication</b>	<b>Journal/Press</b>
2023 . . . . .	Application of Plasmatrix in the Reconstruction of the Contour of Hard and Soft Tissue in Esthetic Zone: A Case Report (應用血漿基質進行美學區種植軟硬組織輪廓重建一例)	<i>Chinese Journal of Stomatology</i> (《中華口腔醫學雜誌》)
2023 . . . . .	Clinical Observation of Clindamycin Combined with Metronidazole in the Treatment of Chronic Periodontitis (克林黴素聯合甲硝唑治療慢性牙周炎臨床評價)	<i>China Pharmaceuticals</i> (《中國藥業》)
2022 . . . . .	Treatment of Peri-implant Infection in Aesthetic Area: A Case Report (美學區種植體周感染治療一例)	<i>Chinese Journal of Oral Implantology</i> (《中國口腔種植學雜誌》)

## BUSINESS

### INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we had (i) 10 registered patents; (ii) 11 registered trademarks; (iii) 11 registered copyrights in the PRC; and (iv) three registered domain names, which were material to our business. See “Appendix VI — Statutory and General Information — B. Further Information about Our Business — 2. Intellectual Property Rights of Our Group” for more details of our material intellectual property rights.

To protect the intellectual properties owned by us, we rely on a combination of intellectual property right protection laws in the PRC, confidentiality procedures, contractual provisions and internal control procedures. During the Track Record Period and up to the Latest Practicable Date, we had not been sued on the basis of, and had not undergone arbitration in respect of, nor had we received any notification from third parties claiming, infringement of any intellectual property that has had a material adverse effect on our business. In addition, during the Track Record Period and up to the Latest Practicable Date, we had not been the subject of any adverse finding in an investigation by any government authorities in respect of infringement of any intellectual property of third parties that had a material adverse effect on our business.

### EMPLOYEES

As of June 30, 2024, we had 1,127 employees in total, all of whom were based in China as of the same date. The following table sets forth a breakdown of our employees by their function as of the same date:

<u>Function</u>	<u>Number of employees</u>	<u>% of total employees</u>
<b>Employees in our dental institutions. . . . .</b>	<b>1,001</b>	<b>88.8%</b>
– Dentists . . . . .	247	21.9%
– Other medical professionals . . . . .	487	43.2%
– Operational and other employees . . . . .	267	23.7%
<b>Employees at our headquarters. . . . .</b>	<b>126</b>	<b>11.2%</b>
– Management . . . . .	35	3.1%
– General administrative, marketing and other staff . . . . .	91	8.1%
<b>Total . . . . .</b>	<b><u>1,127</u></b>	<b><u>100.0%</u></b>

---

## BUSINESS

---

To attract qualified personnel, especially qualified medical professionals, we adopt various recruitment methods to satisfy our demands for different types of employees. These methods typically include campus recruitment, online social recruitment for personnel with work experience and recruitment through referrals.

Following our strict assessment criteria for candidates, our recruitment procedures generally contain reporting recruitment demands, publishing recruitment notices, reviewing and screening resumes, arranging examinations, evaluating and selecting candidates, approving and making announcement. Our employees typically enter into standard labor contracts with us. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any difficulty in recruiting employees for our operations.

We respect the work and contributions of our employees. Our compensation packages for employees mainly comprise base salary and performance-based bonuses. We periodically review our employees' performance, based on which we generally determine and offer annual bonus awards. We highly value the recruitment, management, training and retainment of our employees, especially medical professionals. In particular, we arrange diversified training sessions for our employees, including pre-job training, training on basic medical theory, basic medical knowledge, and basic medical skills, advanced training and special training focused on selected specialties. In addition, our on-the-job tutoring enables young medical professionals to closely and systematically learn the valuable academic theories and clinical experiences from experienced medical professionals.

PRC laws and regulations require us to participate in various employee benefit plans, including pension insurance, unemployment insurance, medical insurance, maternity insurance, work-related injury insurance and the housing provident fund and pay social insurance and housing provident fund contributions in amounts equal to certain percentages of salaries, including bonuses and allowances, of employees up to the maximum amounts specified by the local government. During the Track Record Period, we did not make social insurance and housing provident fund contributions in full amount for our employees as required by relevant PRC laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we were not imposed any administrative penalties as a result of our non-compliance with social insurance and housing provident fund related PRC laws and regulations. See "Risk Factors — Risks Relating to Our Business and Industry — Failure to comply with relevant regulatory requirements relating to the social insurance and housing provident fund contributions for and on behalf of our employees may subject us to penalties and have an adverse impact on our financial conditions and results of operations."



---

## BUSINESS

---

We believe we have maintained good relationships with our employees. During the Track Record Period and up to the Latest Practicable Date, we did not experience any strike or any labor dispute with our employees which have had or are likely to have a material impact on our business.

### SEASONALITY

Our business operations are subject to minor seasonal fluctuations. In line with the industry norm of the dental services market in China, we typically witness increase in customer visits in July and August each year, as it can be easier for potential customers, especially children and teenagers, to have time for dental diagnosis and treatment during their summer vacation. In addition, we typically witness fewer customer visits shortly before and during the Chinese New Year holiday. We expect our business operations and financial performance to continue to experience minor fluctuations based on seasonal factors.

For more details, see “Risk Factors — Risks Relating to Our Business and Industry — Our business is subject to seasonality. We expect to continue to experience seasonal fluctuations in our revenue, results of operations and financial condition.”

### LICENSES, PERMITS AND CERTIFICATES

We operate in a strictly regulated industry in the PRC. According to the applicable PRC laws and regulations, we are required to obtain various licenses, permits and certificates for our operations, including the Medical Institution Practicing License (醫療機構執業許可證), Clinic Filing Notice (診所備案憑證), Radiation Safety Permit (輻射安全許可證) and Radio diagnosis and Radiotherapy Permit (放射診療許可證). See “Regulatory Overview — Regulations on the Administration and Categorization of Medical Institutions” for details of the relevant requirements.

We had obtained all material licenses, permits, approvals and certificates required for the current operations and such licenses, permits, approvals and certificates were valid and remain in effect as of the Latest Practicable Date. We monitor the validity status of, and make timely applications for the renewal of, relevant licenses, permits, approvals and certificates prior to their respective expiration date. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material difficulty in obtaining or renewing the required licenses, permits, approvals and certificates for our business operations. Our PRC Legal Advisors are of the view that, there is no material legal impediment in renewing these licenses, permits, approvals and certificates as they expire in future as long as we are in compliance with applicable requirements under the PRC laws, regulations and rules and provided that we take all necessary steps and submit relevant applications in accordance with the requirements and schedules under the applicable PRC laws, regulations and rules. However, we cannot assure you that we will be able to timely renew such licenses, permits, approvals or certificates in the future. See “Risk Factors — Risks Relating to Our Business and

---

## BUSINESS

---

Industry — If we fail to timely renew any existing licenses, permits or certificates or fail to obtain any licenses, permits or certificates for our newly commenced or acquired business, we may not be able to maintain or develop our business.”

### INSURANCE

As of the Latest Practicable Date, we maintained automobile insurance. We are not required to, and generally do not, maintain employer liability insurance, business interruption insurance or key person insurance, which are not mandatory under the PRC laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we did not submit any material insurance claims, nor did we experience any material difficulties in renewing our insurance policies.

Our Directors believe that our insurance coverage is adequate and is in line with industry practice. However, the risks related to our business and operations may not be fully covered by insurance. See “Risk Factors — Risks Relating to Our Business and Industry — Our insurance coverage may be inadequate to cover all significant risk exposures.”

### PROPERTIES

We occupy certain properties in the PRC in connection with our business operations. These properties are used for non-property activities as defined under Rule 5.01(2) of the Listing Rules.

#### Owned Properties

As of the Latest Practicable Date, we owned and occupied nine properties in the PRC with a total GFA of 1,738.49 sq.m. as our dental institution premises. We have obtained Real Estate Ownership Certificates for all nine properties. The following table sets forth a summary of our owned properties as of the Latest Practicable Date:

<u>No.</u>	<u>Owner/Occupier</u>	<u>Location</u>	<u>Usage</u>	<u>GFA</u> <i>(sq.m.)</i>
1. . .	Our Company	Wuhan, Hubei province	Commercial and residential	67.32
2. . .	Our Company	Wuhan, Hubei province	Commercial and residential	458.26
3. . .	Our Company	Wuhan, Hubei province	Office premises and residential	596.88
4. . .	Our Company	Wuhan, Hubei province	Commercial	101.23
5. . .	Our Company	Wuhan, Hubei province	Commercial	148.55

## BUSINESS

No.	Owner/Occupier	Location	Usage	GFA <i>(sq.m.)</i>
6. . .	Our Company	Wuhan, Hubei province	Commercial	36.50
7. . .	Our Company	Wuhan, Hubei province	Commercial	138.74
8. . .	Our Company	Wuhan, Hubei province	Commercial	104.77
9. . .	Our Company	Wuhan, Hubei province	Commercial	86.24

According to section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice, the document is exempted from compliance with the requirements of section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance which require a valuation report with respect to all our interests in land or buildings, for the reason that, as of June 30, 2024, none of our properties has a carrying amount of 15% or more of our consolidated total assets.

### Leased Properties

As of the Latest Practicable Date, we leased 108 properties in the PRC with a total GFA of 45,497.76 sq.m. mainly for dental institution or office premises.

As of the Latest Practicable Date, 102 of our lease agreements with an aggregate GFA of 435,111.54 sq.m. had not been registered with the relevant PRC authorities, primarily due to certain landlords failed to cooperate to complete the lease registration, or unfamiliarity with the relevant requirements by certain of our staff. As advised by our PRC Legal Advisors, failure to register an executed lease agreement will not affect its legality, validity or enforceability. However, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each unregistered lease agreement if the relevant PRC government authorities require us to rectify and we fail to do so within the prescribed time period. We estimate that the maximum penalty we may be subject to for these unregistered lease agreements will be approximately RMB1.02 million, which we believe is immaterial. Therefore, we believe that the failure to register these lease agreements will not have any material adverse impact on our financial condition or results of operations. We will actively liaise with the respective lessors to complete the registration of all such lease agreements, if possible. See "Risk Factors — Risks Relating to Our Business and Industry — We may be subject to fines as a result of unregistered leases and our use of leased properties may be challenged."

---

## BUSINESS

---

### ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

We are subject to various PRC laws, regulations and rules with respect to environmental protection and social responsibility, typically covering disposal of medical waste, discharge of wastewater, environmental impact assessment, fire safety and occupational health. For more details, see "Regulatory Overview — Regulations on Environmental Protection Related to Medical Institutions."

We emphasize the importance of environmental, social and corporate governance (the "ESG") affairs to achieve long-term and sustainable growth. We endeavor to contribute to environmental protection, shoulder corporate social responsibility and promote corporate governance.

#### Overall ESG Governance

We have established ESG policies to set forth our measures in relation to environmental protection, social responsibilities and corporate governance. Our Board is committed to maintaining lawful, ethical and environmentally friendly operations, upholding high standards in environmental and social practices. With appropriate skills and competencies to assess ESG-related risks and opportunities, our Directors have the collective and overall responsibility regarding the identification, evaluation and management of ESG-related risks and opportunities. Our Directors oversee our internal plans and goals designed to respond to such risks and opportunities. Our management team is generally responsible for setting ESG strategies and particular targets, carrying out our ESG measures, and scrutinizing the implementation of and timely updates to our internal policies pursuant to the development in regulatory environment and industry trend.

We have formulated the following measures and working mechanisms to optimize our ESG performance:

- arranging internal training sessions regarding occupational health, environmental protection, disposal of medical waste and dental institutions' other ESG-related responsibilities;
- summarizing and discussing experiences on improving the internal mechanism on ESG matters among our management;
- arranging internal meetings to discuss the latest development in laws, regulations, rules and policies on ESG matters, to raise the awareness of ESG among our management, dentists, other medical professionals and other staff;
- with increasing attention on ESG-related risks, taking ESG matters into consideration during planning the establishment of new dental institutions or assessing potential acquisition targets, such as fire safety and environmental impact assessment; and

---

## BUSINESS

---

- communicating with other dental services providers and industry experts on the identification and assessment of ESG-related risks and opportunities, sharing ideas with respect to the latest ESG trend in the industry.

We integrate the above measures and working mechanisms into our daily operations, fulfilling our corporate responsibility in environmental and social aspects.

Going forward, we will assess and address our ESG-related risks and review our ESG-related performance on a continuing basis. We also plan to establish a ESG Committee within one year upon the [REDACTED]. The ESG Committee is expected to have three committee members, including both our management and employees, who are led by Ms. Shen. The primary duties of such committee are expected to mainly cover (i) discussing and providing feedback on ESG management objectives, plans, implementation performance and progress; (ii) setting and reviewing our ESG framework, strategies, policies and procedures; (iii) collaborating with third-party consulting firms to prepare and review our ESG report; (iv) supervising and guiding our departments in implementing ESG policies and conducting assessments; and (v) promoting our ESG initiatives, such as emission reduction, environmental friendly projects, community activities, etc.. Upon the [REDACTED], we will continue to follow the applicable regulatory requirements regarding ESG matters.

### **Environmental Protection**

We believe operating and managing our dental institutions in an environmentally friendly way not only benefits the natural environment but also creates a clean, safe and comfortable diagnosis and treatment environment for our customers. We are subject to the PRC environmental protection laws and regulations. As of the Latest Practicable Date, we complied with all PRC laws and regulations with respect to environmental matters in all material respects, and we did not receive any complaint from any party in respect of any environmental protection concern or issue and we have not experienced any material environmental incidents arising from our business operations.

Our environmental protection policies and measures mainly cover conservation of resources including water and electricity, disposal of medical waste and protection from medical radiation, seeking to integrate the core value of environmental protection into the daily operations of our dental institutions.

---

## BUSINESS

---

### *Conservation of Resources*

With a view of balancing business growth and environmental protection, we give high regard for resource consumption efficiency and control the greenhouse gas emission during our business operations. We primarily adopt the following measures to conserve resources and realize environmentally friendly operations:

- arranging meetings and training sessions to educate our staff on the concept of resource consumption efficiency, especially energy efficiency, fostering our staff's awareness on energy conservation;
- promoting the recycle of packaging materials used in office during our daily operations, such as plastic bags and bottles, cartons and cardboard, where efficient and applicable;
- encouraging the reuse of paper, double-sided printing and usage of electronic copies to conserve resources, where efficient and applicable;
- deploying online operating systems, such as HIS and SCRM, which helps us streamline and digitalize hospital information and medical records in electronic forms, reducing the use of paper during our daily operations and promoting paperless environment;
- establishing stable cooperation relationships with suppliers that appreciate ESG performance and discussing with our suppliers with respect to resource conservation and the use of degradable packaging materials;
- posting ESG-related publicity signs in our offices and reminding our staff to conserve resources during daily operations, such as saving water and electricity and timely turning off the light and air conditioner before leaving the office; and
- monitoring our electricity consumption, as the use of electricity is among the main sources of our indirect greenhouse gas emissions. Encouraging the use of energy-saving lighting systems and new energy vehicles among our staff to reduce greenhouse gas emissions.

---

## BUSINESS

---

### ***Disposal of Medical Waste***

During the daily operations, our dental institutions generate solid waste, primarily including hazardous medical waste and non-hazardous waste. We require our dental institutions to strictly follow the centralized disposal principle of *Regulations on the Administration of Medical Waste* (《醫療廢物管理條例》) promulgated by the State Council, as well as the classified management of medical waste according to the *Catalogue of Classified Medical Wastes* (《醫療廢物分類目錄》) issued by the NHC. Our dental institutions also generate medical wastewater during daily operations and we require our dental institutions to dispose medical wastewater in accordance with the relevant regulatory requirements.

We have implemented detailed internal measures on disposal of medical waste, such as *Medical Waste Management System* (《醫療廢物管理制度》) and *Medical Waste Record Management System* (《醫療廢物台賬管理制度》), in order to clearly categorize the medical waste generated during operations and standardize the storage, collection, handover, transportation and disposal of medical waste with precise time requirement. We engage qualified third-party entities specialized in centralized disposal of medical waste to promptly transfer medical waste.

### ***Protection from Medical Radiation***

Our dental institutions that operate the medical devices containing radioactive materials or emit radiation during operations are required to obtain Radiation Safety Permit (輻射安全許可證) and Radio diagnosis and Radiotherapy Permit (放射診療許可證). We pay close attention to the radiation safety and protection from medical radiation in our dental institutions. We require medical professionals to strictly follow the radiation monitoring and protection protocols. We require qualified medical professionals with Radiation Worker Certificate (放射工作人員證) to manipulate the radioactive equipment during operations. Such professionals are required to participate in regular radiation protection trainings and examinations under the PRC laws, regulations and rules. See “Regulatory Overview — Regulations on the Administration and Categorization of Medical Institutions” for details of relevant regulatory requirements. We also from time to time conduct occupational hazards review for the medical radiation sites in our dental institutions, ensuring that the protective equipment such as shielding walls and shielding doors have been adequately equipped.

### ***Key Metrics and Targets***

Under our ESG policies for environmental protection, we will promote conservation of resources and reduce greenhouse gas emissions. We set ESG targets and review our ESG performance through multiple metrics to better monitor our ESG performance and control the ESG-related risks that may impact our operational and financial performance. We constantly control our environmental impact through monitoring our resource consumption and pollutant emission levels.

**BUSINESS**

Our energy consumption is mainly derived from water and electricity consumption during the operations of our dental institutions, and daily operation and maintenance of our information technology systems. By keeping records for our electricity consumption and water consumption, we from time to time review and timely improve the resource consumption efficiency. The below table sets forth our water and electricity consumption analysis for the periods indicated.

	Year ended December 31,			Six months ended
	2021	2022	2023	June 30, 2024
Water consumption ( <i>ton</i> ) . . . .	36,030	36,920	37,358	19,082
Charges for water consumption ( <i>RMB'000</i> ) . .	132	137	140	72
Charges for water consumption/revenue (%) . .	0.035	0.033	0.032	0.035
Electricity consumption ( <i>MWh</i> ) . . . . .	3,252	3,478	3,525	1,739
Charges for electricity consumption ( <i>RMB'000</i> ) . .	2,819	2,833	2,861	1,414
Charges for electricity consumption/revenue (%) . .	0.74	0.69	0.65	0.69

Considering our historical ESG-related performance and the measures we expect to implement in the future, we set the following key ESG targets:

- increasing the use of energy-saving lighting systems in our offices;
- striving to reduce the electricity consumption per revenue generated by us;
- striving to reduce the water consumption per revenue generated by us; and
- promoting the informatization of both our headquarters and dental institutions and reducing the use of paper during our daily operations.



## BUSINESS

---

Our annual cost of compliance with environmental protection laws and regulations was immaterial to us as a whole. We expect such compliance cost to remain immaterial considering the nature of our business.

### **Social and Governance**

We shoulder our social responsibilities and establish a safe, equitable, diverse and friendly working atmosphere. We strive to promote occupational safety and ensure our compliance with applicable laws and regulations. Our ESG policies for social and corporate governance facilitate us to manage the risks relevant to social, health and occupational matters while improving our operating efficiency.

We do not operate any production facilities. We require our employees to pay attention to all health and safety statutory requirements. To ensure compliance with applicable laws and regulations, we mainly adopt the following measures and policies:

- our Human Resource Department from time to time reviews our existing policies on human resources to make timely and necessary adjustments, keeping pace with material changes to relevant laws and regulations;
- we designate staff to organize systematic training sessions and other team building activities, such as internal training for employees on legal, safety protection and emergency treatment knowledge, and training for employees on the latest industry knowledge and working skills, caring for their occupational health and fostering cohesiveness;
- we provide selected medical professionals with opportunities to participate in advanced study, academic symposia and international meetings;
- we invite dentists as well as administrative and marketing talents to join our Partnership Program and employee stock ownership platforms, aiming to elevate their sense of responsibility and belonging;
- we proactively notify and negotiate with our employees pursuant to our internal procedures if we need to adjust the employees' positions or responsibilities due to strategical adjustments or the relevant employees' performance; and
- we maintain balanced employee structures. As of June 30, 2024, women employees represented 78.5% of our total employees.

To ensure compliance with applicable laws and regulations, our Human Resource Department would, if necessary and after necessary consultation with our legal advisers, adjust our internal policies on human resources to accommodate material changes to relevant laws and regulations.

---

## BUSINESS

---

During the Track Record Period and up to the Latest Practicable Date, we complied with all PRC laws and regulations with respect to health and occupational safety matters in all material respects. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material accidents during our operations, nor were we subject to any material claims for personal or property damages or compensation paid to employees.

We also uphold our corporate social responsibility through providing free healthcare knowledge popularization and dental consultation in local communities, and give donations to the local Red Cross Society during the COVID-19 pandemic. Moreover, we also from time to time offer free offline lectures in communities, introducing oral health knowledge and enhancing daily oral hygiene awareness among the general public.

### **Board Diversity**

We strive to achieve and maintain board diversity to improve our Board's performance, bring inclusivity and unique perspectives to the boardroom. In particular, Ms. Shen and Ms. Liu Hongchan (劉紅嬋) have been appointed as our executive Directors to promote the gender diversity of our Board. See "Directors, Supervisors and Senior Management" for more details.

## **COMPLIANCE AND LEGAL PROCEEDINGS**

### **Compliance**

During the Track Record Period and up to the Latest Practicable Date, we were not imposed any material administrative penalties. During the Track Record Period and up to the Latest Practicable Date, we were not involved in any non-compliance incidents that had a material adverse effect on our business, financial condition or results of operations.

### ***Failure to Obtain the Water Discharge Licenses for Some of Our Dental Institutions***

As of the Latest Practicable Date, 21 of our dental institutions were in the process of applying for the Urban Sewage Disposal Drainage License (城鎮污水排入排水管網許可證).

### ***Background and Reasons***

Among these 21 dental institutions that had not obtained the Urban Sewage Disposal Drainage License as of the Latest Practicable Date:

- (i) 17 dental institutions were acquired by us and their former shareholders had not obtained the Urban Sewage Disposal Drainage Licenses; and

---

## BUSINESS

---

- (ii) four dental institutions' failure to obtain the Urban Sewage Disposal Drainage Licenses was mainly caused by our staff's unfamiliarity with and/or misunderstanding of the regulatory requirements on applying the Urban Sewage Disposal Drainage Licenses as a result of the evolving and varied requirements and practices adopted by the local government authorities of different cities where such dental institutions are located.

### *Measures Adopted and Improved Internal Control*

We became aware of such incidents during our compliance reviews. Such incidents were not a result of any willful misconduct by our Directors or any of our employees. We took prompt remedial and/or rectification measures as soon as we identified such incident:

- (i) As of the Latest Practicable Date, we had submitted the applications for the Urban Sewage Disposal Drainage Licenses for 19 of the abovementioned dental institutions and the remaining two dental institutions are preparing to submit such applications.
- (ii) We have enhanced our internal control measures on urban sewage disposal issues. In particular,
  - (a) we adopted a series of measures to enhance our internal control, covering urban sewage disposal issues, such as *Management Measures on Investment and Acquisition* (《投資管理制度》), *Management Measures on Institution Lease* (《門面租賃管理制度》), *Management Measures on Construction Project Management* (《工程項目管理制度》) and *Measures on License Management* (《證照管理制度》). We also adopted the *Notice on the Renovation and License Management of Dental Institutions* (《關於做好醫療機構裝修辦證工作的通知》);
  - (b) our management will from time to time hold meetings to monitor the associated risks and discuss measures on preventing the reoccurrence of such incidents. They will also pay attention to the regulatory compliance performance of our potential acquisition targets in respect of disposal of urban sewage;
  - (c) we will hold training sessions to keep our staff updated on the latest regulatory requirements and local practices on disposal of urban sewage in dental institutions;
  - (d) we have designate dedicated personnel to track the latest progress on our dental institutions' application for the Urban Sewage Disposal Drainage Licenses; and

---

## BUSINESS

---

- (e) we have included a regulatory compliance provision in our acquisition agreements, pursuant to which the transferors are required to provide undertaking on the compliance status, including the status of the Urban Sewage Disposal Drainage Licenses.

We have received written confirmations from the relevant government authorities which confirmed that they have received our application for Urban Sewage Disposal Drainage Licenses for the 19 dental institutions and there is no foreseeable impediment for these 19 dental institutions to obtain such licenses. Based on the abovementioned written confirmations, our PRC Legal Advisors are of the view that (i) lack of such licenses would not affect the operation of our dental institutions in any material respect; (ii) there should be no material legal impediment for us to obtain such licenses, provided that our applications to the relevant government authorities comply with the applicable PRC laws, regulations, and government policies; and (iii) our risk of being imposed any administrative penalty for failure to obtain the Urban Sewage Disposal Drainage Licenses is low.

Our Directors are of the view that our failure to obtain the Urban Sewage Disposal Drainage Licenses has not had and will not have any material adverse impact on our business, financial condition or results of operations, taking into account that (i) the written confirmation issued by the relevant government authorities and our PRC Legal Advisors' view as mentioned above; (ii) during the Track Record Period and up to the Latest Practicable Date, none of those dental institutions had experienced any accident in respect of sewage disposal nor had they been imposed any administrative penalties for the failure to obtain the Urban Sewage Disposal Drainage Licenses; and (iii) as of the Latest Practicable Date, we had submitted applications to obtain the Urban Sewage Disposal Drainage Licenses for 19 of the relevant dental institutions with those for the remaining two dental institutions to be submitted in the near future.

### *Failure to Complete Fire Safety Filing for Certain Properties*

Pursuant to the applicable PRC laws and regulations, when we renovate an owned property or lease property for the purpose of opening a dental institution, we may be required to make a fire safety filing with the housing and urban-rural development departments of local governments (the "**Fire Safety Filing (消防備案)**") and be subject to spot check. As of the Latest Practicable Date, we had not completed Fire Safety Filings with the housing and urban-rural development departments of local governments for 11 properties used for provision of dental services.

### *Background and Reasons*

Among the 11 properties that had not completed Fire Safety Filings as of the Latest Practicable Date:

- (i) our subsidiaries on six properties were acquired by us and their former shareholders had not completed the Fire Safety Filing in respect of such leased properties; and

---

## BUSINESS

---

- (ii) our subsidiaries on five properties failed to complete the Fire Safety Filing, which was caused by our staff's unfamiliarity with and/or misunderstanding of the regulatory requirements on Fire Safety Filing as a result of the evolving and varied requirements and practices adopted by the local government authorities of different cities where such dental institutions are located.

### *Measures Adopted and Improved Internal Control*

We became aware of such incidents during our compliance reviews. Such incidents were not a result of any willful misconduct by our Directors or any of our employees. We took prompt remedial and/or rectification measures as soon as we identified such incident.

We have engaged fire safety consultants (the "**Fire Safety Consultants**") to conduct fire safety inspections on each of the 11 properties which had not yet completed the Fire Safety Filing through on-site inspection, surveys and document review. The Fire Safety Consultants are certified fire safety specialists, with experience in the maintenance and inspection of fire safety facilities and fire safety evaluation. All Fire Safety Consultants are Independent Third Parties.

With respect to four properties in Wuhan, Hubei province that had not completed the Fire Safety Filing, as confirmed by the Fire Safety Consultants, (i) the function of such properties' fire safety facilities was in compliance with regulatory requirements; (ii) the surrounding fire separation distance and the fire safety lanes of such properties were in compliance with regulatory requirements and the fire prevention standards, and no potential hazard on fire safety were identified during the on-site inspections; and (iii) there will be no material legal impediment for us to complete the Fire Safety Filing for such properties. With respect to seven properties in Jingzhou, Hubei province and Jingmen, Hubei province that had not yet completed the Fire Safety Filing, as confirmed by the Fire Safety Consultants, (i) the function of such properties' fire safety facilities, equipment and marks was in compliance with regulatory requirements; (ii) such properties were in compliance with the fire prevention standards; and (iii) no potential hazard on fire safety were identified during the on-site inspections.

We have enhanced our internal control measures on fire safety-related issues. In particular, we adopted a series of measures to enhance our internal control, covering fire safety-related issues, such as *Management Measures on Investment and Acquisition*, *Management Measures on Institution Lease*, *Management Measures on Construction Project Management* and *Measures on License Management*. We also adopted *Notice on the Enhancement of Fire Safety Management* (《關於加強消防安全管理的通知》) and *Management Measures on Fire Safety* (《消防安全管理辦法》) in November 2024. We will hold internal meetings and training sessions to keep our staff updated on the latest regulatory requirements on fire safety, conduct fire drill to elevate staff's awareness of fire emergency knowledge and inspect the fire safety facilities in our dental institutions. In addition, we pay attention to the regulatory compliance performance of our potential acquisition targets in respect of fire safety. For our newly established and acquired dental institutions, such dental

---

## BUSINESS

---

institutions shall only commence operations after completing the Fire Safety Filing procedure or obtaining any other fire safety approvals under the applicable PRC laws and regulations. For our existing dental institutions, if we intend to conduct renovation, we will perform the relevant fire safety procedures in accordance with applicable laws and regulations before resumption of operations. In addition, we have included a regulatory compliance provision in our acquisition agreements, pursuant to which the transferors are required to provide undertaking on the compliance status, including the fire safety compliance.

Our PRC Legal Advisors are of the view that the amount of maximum administrative fines that may be imposed for the failure to complete the Fire Safety Filing under applicable PRC laws and regulations is immaterial and such non-compliance incident would not have material adverse effect on our operations as a whole.

Our Directors are of the view that such non-compliance incident has not had and will not have any material adverse impact on our business, financial condition or results of operations, taking into account (i) the maximum potential fines, if imposed, would be RMB5,000 for each property, and the total maximum potential fines for the 11 properties involved would be immaterial to us, (ii) the confirmations from Fire Safety Consultants and our PRC Legal Advisors' view as mentioned above, (iii) none of such dental institutions had been imposed any administrative penalties or identified any material risks in respect of fire safety during the daily inspections by fire and rescue brigades, which are the authorities for daily supervision of fire safety related matters of such dental institutions, and (iv) during the Track Record Period and up to the Latest Practicable Date, none of our subsidiaries with defects in Fire Safety Filing had been imposed penalties as a result of their failure to complete such procedures.

Except as disclosed above, we complied with the laws and regulations of the PRC applicable to us in all material aspects during the Track Record Period and up to the Latest Practicable Date.

### **Legal Proceedings**

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any litigation, arbitration or administrative proceedings that could have a material and adverse effect on our business, financial condition or results of operations. As of the Latest Practicable Date, we were not a party to any ongoing material litigation, arbitration or administrative proceedings. As of the same date, we were not aware of any claims or proceedings contemplated by government authorities or third parties which would materially and adversely affect our business. Our Directors are not involved in any actual or threatened material claims or litigation.

---

## BUSINESS

---

### *Medical Claims Solved through Mediation*

We are subject to occasional medical claims that may arise during the ordinary course of business, which primarily include claims brought by customers and/or their families against our dental institutions, primarily related to unsatisfactory treatment efficacy or physical injuries that the customers claim to have suffered during or after receiving our dental services. We strictly monitor the medical risks and establish multiple internal measures for tackling medical claims, including *Medical Quality and Safety Management System* (《醫療質量與安全管理制度》) and *Customer Complaint Management Measures* (《醫療投訴管理辦法》).

During the Track Record Period and up to the date of this document, we had one medical claim that resolved through mediation by medical dispute mediation committees and other competent authorities and we had one medical claim that was undergoing the litigation procedure, the claim amount of which was insignificant to us.

During the Track Record Period and up to the Latest Practicable Date, the total compensation amounts paid by us to the relevant customers or their families in the medical claims that resolved through mediation amounted to approximately RMB12 thousand. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any medical claims that could cause a material adverse effect on our business, financial condition or results of operations.

None of medical claims raised by our customers and/or their families involve any determination of medical incident (醫療事故). During the Track Record Period and up to the Latest Practicable Date, none of the dentists and other medical professionals practicing at our dental service network had been involved in any disciplinary proceedings or otherwise determined to be liable for any medical incident.

## INTERNAL CONTROL AND RISK MANAGEMENT

To ensure compliance with the applicable laws and regulations, control the risks in relation to our business operations, we have adopted various internal control and risk management measures. In particular, we implemented internal policies, guidelines and procedures to monitor and minimize the impact of risks which are relevant to our business and improve our corporate governance.

Our Board is responsible for establishing our internal control and risk management measures and reviewing the implementation and effectiveness of such measures. We have established an Audit Committee which comprises three independent non-executive Directors, namely Mr. Shu Yijie (疏義傑), Ms. Huang Suzhen (黃素珍) and Ms. Wang Taosha (王陶沙) chaired by Ms. Huang Suzhen (黃素珍).

---

## BUSINESS

---

The Audit Committee has also adopted its terms of reference which set out clearly its duties and obligations for ensuring compliance with the relevant regulatory requirements and providing an independent view on the effectiveness of our internal control policies, risk management systems and financial management processes. In particular, the Audit Committee is empowered under its terms of reference to review any arrangement which may raise concerns about possible improprieties in financial reporting, internal control or other matters.

### **Internal Control Review**

In preparation for the [REDACTED], we have engaged an Independent Third-Party consultant (the “**Internal Control Consultant**”) in July 2024 to perform a review over selected areas of our internal controls (the “**Internal Control Review**”). To review the status of the management actions taken by us to address the findings of the Internal Control Review, the Internal Control Consultant performed the follow-up review in November 2024 (the “**Follow-up Review**”). We had improved our internal control system, and the Internal Control Consultant did not have any further recommendation in its Follow-up Review.

We have adopted and implemented a series of internal control policies, measures and procedures designed to provide further assurance on effective and efficient operations, duly financial reporting and sound compliance with applicable laws and regulations. We will conduct regular reviews and constant updates on our internal control policies, measures and procedures to accommodate the development of the regulatory environment and our business expansion.

### **Enhanced Internal Control Measures**

In accordance with the applicable laws and regulations in the PRC and Hong Kong, we have implemented measures to establish and maintain our internal control system, including monitoring of operational processes, the establishment of risk management policies and compliance with applicable laws and regulations.

- our Directors have attended trainings conducted by our Hong Kong legal advisor on their ongoing obligations, duties and responsibilities of publicly listed companies under the Companies Ordinance, the SFO and the Listing Rules. Our Directors are fully aware of their duties and responsibilities as directors of a [REDACTED] company in Hong Kong;
- we have set internal procedures for lines of communication and provided a process by which our employees can identify and timely report potential non-compliance exposures; and



---

## BUSINESS

---

- we have appointed a compliance adviser pursuant to Rule 3A.19 of the Listing Rules to ensure that, among other things, we are properly guided and advised as to compliance with the Listing Rules and all other applicable laws, rules, codes and guidelines.

### **OUTBREAK AND SPREAD OF COVID-19**

During the Track Record Period, the COVID-19 pandemic caused imposition of various containment measures to reduce offline activities in regions with high infection risks. Customers with dental diseases or oral health needs reduced their visits to offline dental institutions during the outbreak and spread of the pandemic. During the Track Record Period, all dental institutions in our dental service network had suspended operations temporarily to minimize the infection risks. Accordingly, we witnessed dampened increase in customer visits during and immediately after the COVID-19 pandemic.

We highly value the health of our customers and employees and promptly took precautionary measures including temperature screening at entry of offline dental institutions and offices, strengthening the disinfection of common areas, as well as providing protective masks and alcohol-based hand wash to our onsite employees. The expenses we incurred in respect of the precautionary measures to prevent the transmission of COVID-19 within our Group during the Track Record Period were insignificant to our Group as a whole. Taking advantage of our timely measures and orderly management, we did not encounter severe shortages or delays in the supply of, or material fluctuation in the price of, our supplies during the outbreak and spread of COVID-19.

Our Directors consider that the negative impacts caused by the COVID-19 pandemic were immaterial to the operational and financial performance of our Group during the Track Record Period. As there remain uncertainties as to the development of the pandemic, we will continue to pay attention to the pandemic and take proper measures to minimize any potential negative impact on our operations going forward.

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board is responsible for, and has general powers over, the management and operation of our business. Our Board consists of seven Directors, comprising four executive Directors and three independent non-executive Directors. All Directors are elected by the general meeting of Shareholders for a term of three years which is renewable upon re-election and re-appointment.

The following table sets forth certain information regarding our Directors:

Name	Age	Position(s)	Time of joining our Group	Date of appointment as a Director	Roles and responsibilities
Mr. Yao Xue (姚雪) . . . . .	60	– Chairman of the Board – Executive Director	July 2007	July 10, 2007	Responsible for the overall strategy planning, business operation and management of our Group
Ms. Shen Hongmin (沈洪敏) . . . . .	61	– Executive Director – Vice chairman of the Board – General manager	December 2014	December 24, 2014	Responsible for the daily operation and management of our Group
Mr. Guo Jiaping (郭家平) . . . . .	59	– Executive Director – Vice general manager	February 2021	October 28, 2024	Responsible for the medical management, clinical work and professional training of our Group
Ms. Liu Hongchan (劉紅嬋) . . . . .	51	– Executive Director – Vice general manager – Secretary of the Board	November 2014	October 28, 2024	Responsible for the investment and procurement management, corporate governance and securities matters of our Group
Mr. Shu Yijie (疏義傑) . . . . .	61	– Independent non-executive Director	November 2024	November 22, 2024	Providing independent opinion to our Board

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position(s)	Time of joining our Group	Date of appointment as a Director	Roles and responsibilities
Ms. Huang Suzhen (黃素珍) . . . .	58	– Independent non-executive Director	November 2024	November 22, 2024	Providing independent opinion to our Board
Ms. Wang Taosha (王陶沙) . . . .	36	– Independent non-executive Director	November 2024	November 22, 2024	Providing independent opinion to our Board

### Executive Directors

**Mr. Yao Xue** (姚雪), aged 60, founded our Group in July 2007 and has been the chairman of the Board and a Director since then. Mr. Yao is primarily responsible for the overall strategy planning, business operation and management of our Group.

Mr. Yao has over 30 years of experience in medical and healthcare industry and corporate management. He set foot in the industry as a regional manager in Xi'an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司) from July 1993 to April 1994, primarily responsible for sales of pharmaceuticals in certain areas of Hubei Province. Then, he served as the general manager of the Chinese sales department in Zhuhai United Laboratories Co., Ltd. (珠海聯邦製藥股份有限公司), a subsidiary of The United Laboratories International Holdings Limited (Stock code: 3933.HK), from November 1994 to September 1996, primarily responsible for the overall management of its sales business in China. Mr. Yao then worked in Hubei Pukang Pharmaceutical Co., Ltd. (湖北普康醫藥有限公司) from May 1999 to February 2005. Mr. Yao served as the chairman of the board of Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) and was responsible for its overall management from March 2005 to November 2009. From December 2009 to December 2022, Mr. Yao served as the general manager of Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) primarily responsible for its operation management, and since December 2020, he has been the chairman of the board of Nanjing Pharmaceutical Hubei Co., Ltd.

Mr. Yao is a well-regarded figure and holds positions at a number of public offices and associations throughout his career. Mr. Yao has been a deputy to the Fifteenth People's Congress of Wuhan City (武漢市第十五屆人民代表大會) since January 2022 and he was also a deputy to the Fourteenth People's Congress of Wuhan City (武漢市第十四屆人民代表大會) from February 2017 to February 2022. He also served as a member of the Eleventh Committee of the Chinese People's Political Consultative Conference of Hubei Province (中國人民政治協商會議湖北省第十一屆委員會) from March 2013 to March 2018. He was a member of the Fifth Council of the Chinese Stomatological Association (中華口腔醫學會) from September 2016 to September 2021. He was also a vice chairman of the Fourth Private Dental Medical Branch of the Chinese Stomatological Association (中華口腔醫學會民營口腔醫療分會) from May 2018

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

to May 2021 and a vice chairman of the Fifth Council of Hubei Stomatological Association (湖北省口腔醫學會) from November 2017 to November 2022. Mr. Yao is currently the vice president of the Sixth Council of Hubei Stomatological Association and the vice chairman of Pharmaceutical Profession Association of Hubei Province (湖北省醫藥行業協會). In December 2017, Mr. Yao was recognized as an outstanding member of Committee of the Chinese People's Political Consultative Conference of Hubei Province (中國人民政治協商會議湖北省委員會). In April 2018, Mr. Yao was recognized as the seventeenth model worker by Wuhan People's Government (武漢市人民政府). Mr. Yao was also rewarded as an outstanding entrepreneur for the years from 2015 to 2019 by Wuhan Enterprise Federation (武漢企業聯合會) and Wuhan Entrepreneurs Association (武漢企業家協會).

Mr. Yao obtained his bachelor's degree in medical science from Hubei Medical College (湖北醫科大學) (the predecessor of Wuhan University School of Medicine (武漢大學醫學部)) in July 1987 and his bachelor's degree in laws from Central China Normal University (華中師範大學) in June 1991. Mr. Yao obtained an executive master of business administration degree from National University of Singapore in June 2005. From October 2017 to October 2020, Mr. Yao served as a part-time professor at the School of Management, Wuhan University of Technology (武漢理工大學). In December 2020, he was appointed as a social mentor for candidates for master of business administration at the School of Management, Huazhong University of Science and Technology (華中科技大學). He was recognized as a senior economist by Hubei Province Economic Profession (Wuhan) Senior Appraisal Committee (湖北省經濟專業(武漢)高評會) in April 2020.

**Ms. Shen Hongmin (沈洪敏)** (formerly known as Shen Hongmin (沈宏敏)), aged 61, joined our Group in December 2014 as a Director and the vice chairman of the Board and was appointed as the general manager of our Company in April 2017. Ms. Shen is primarily responsible for the daily operation and management of our Group. She also serves as director of Shaoyang Hospital, Chenzhou Hospital and Jingzhou Dazhong.

Ms. Shen has over 30 years of experience in medical and healthcare industry and corporate management. Ms. Shen commenced her career in medical and healthcare industry as a provincial manager in Xi'an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司) from June 1993 to November 1994, primarily responsible for sales and distribution in Heilongjiang Province. Ms. Shen subsequently served as the deputy general manager of the Chinese sales department of Zhuhai United Laboratories Co., Ltd. (珠海聯邦製藥股份有限公司), a subsidiary of The United Laboratories International Holdings Limited (Stock code: 3933.HK), from December 1994 to August 1996, overseeing the sales and distribution across East, North, Northeast, and Northwest regions of China. She worked in Hubei Pukang Pharmaceutical Co., Ltd. (湖北普康醫藥有限公司) primarily responsible for its daily operation and management from May 1999 to February 2005 and the general manager in Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) primarily responsible for its daily operation and management from March 2005 to November 2009. She served as the director and the vice general manager in Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) from December 2009 to December 2016, primarily responsible for the management of functional departments at headquarters.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

Ms. Shen holds positions at a number of public offices and associations throughout her career. She is a member of the Sixth Council of the Chinese Stomatological Association (中華口腔醫學會), the vice director of the Private Dental Medical Branch of the Chinese Stomatological Association (中華口腔醫學會民營口腔醫療分會), a standing member of the Sixth Council of Hubei Stomatological Association (湖北省口腔醫學會) and a deputy to the Sixteenth People's Congress of Wuchang District (武昌區第十六屆人民代表大會). Ms. Shen was recognized as an outstanding member of Committee of the Chinese People's Political Consultative Conference of Wuchang District (中國人民政治協商會議武昌區委員會) for the years of 2011, 2013 and 2014.

Ms. Shen obtained her bachelor's and master's degrees in medical science from Harbin Medical University (哈爾濱醫科大學) in July 1986 and August 1993, respectively. She obtained an executive master of business administration degree from National University of Singapore in June 2003. From October 2017 to October 2020, Ms. Shen served as a part-time professor at the School of Management, Wuhan University of Technology (武漢理工大學).

**Mr. Guo Jiaping (郭家平)**, aged 59, joined our Group in February 2021 and was appointed as a vice general manager of our Company in August 2022 and a Director in October 2024. He is primarily responsible for the medical management, clinical work and professional training of our Group.

Mr. Guo has over 30 years of experience in dental medical industry. Prior to joining our Group, Mr. Guo served as a chief physician in the clinical dentistry department of Wuhan General Hospital of the Guangzhou Military Region (廣州軍區武漢總醫院) (the predecessor of The General Hospital of Central Theater Command of Chinese People's Liberation Army (中國人民解放軍中部戰區總醫院)) from July 1991 to April 2009. Mr. Guo then served as a chief physician and the director of clinical dentistry department of Wuhan General Hospital of the Guangzhou Military Region from April 2009 to November 2020.

Mr. Guo is a well-regarded physician and has been actively involved in a number of professional associations. He was a member of the standing committee of the General Stomatological Committee to the Chinese Stomatological Association (中華口腔醫學會) from 2015 to 2021 and the Sixth Council of the Oral and Maxillofacial Surgery Professional Committee to Chinese Stomatological Association (中華口腔醫學會口腔頷面外科專業委員會). Mr. Guo was a vice president of both the Fourth and Fifth Councils of Hubei Stomatological Association (湖北省口腔醫學會) from November 2012 to November 2022, a deputy director of the Third Council of the Oral and Maxillofacial Surgery Professional Committee to Hubei Stomatological Association (湖北省口腔醫學會口腔頷面外科專業委員會) from November 2017 to November 2019, a director member of the Fourth Council of General Dentistry Professional Committee of Hubei Stomatological Association (湖北省口腔醫學會全科口腔醫學專業委員會) from November 2019 to November 2021 and a deputy director of the Third Council of Dental Physician Branch of Hubei Physician Association (湖北省醫師協會口腔醫師分會) from November 2019 to November 2023. He has been a vice president of Wuhan Stomatological Association (武漢市口腔醫學會) from August 2017 to August 2022. Mr. Guo was awarded as the advanced individual in military and medical ethics by the Guangzhou Military Region of the Chinese People's Liberation Army (中國人民解放軍廣州軍區) in 2010 and 2012 and the third prize of the Military Science and Technology Progress Award by the Central Military Commission's Science and Technology Committee (中央軍委科學技術委員會) in February 2020.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

Mr. Guo obtained his bachelor’s and master’s degrees in dentistry from Hubei Medical College (湖北醫科大學) (the predecessor of Wuhan University School of Medicine (武漢大學醫學部)) in July 1987 and July 1990, respectively.

**Ms. Liu Hongchan (劉紅嬋)**, aged 51, joined our Group in November 2014 and was appointed as a vice general manager of our Company and the secretary to the Board in December 2014. Ms. Liu was appointed as a Director in October 2024 and is primarily responsible for the investment and procurement management, corporate governance and securities matters of our Group.

Ms. Liu has over 30 years of experience in finance management and corporate governance. Prior to joining our Group, she held various financial management positions in medical and healthcare industry. From July 1992 to July 1994, she served as the financial staff in Hubei Shashi Famen General Factory (湖北沙市閩門總廠). She then worked in Hubei Pharmaceutical Co., Ltd. (湖北省醫藥有限公司) from August 1994 to March 2005. Ms. Liu served as the financial manager in Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) from April 2005 to November 2009. Subsequently, Ms. Liu served as the financial manager in Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) from December 2009 to October 2014.

Ms. Liu obtained her associate diploma in finance management from Wuhan University (武漢大學) in July 1992 and her qualification certificate as an intermediate accountant (中級會計師) from Ministry of Finance of the PRC (中華人民共和國財政部) in May 2002.

### Independent Non-executive Directors

**Mr. Shu Yijie (疏義傑)**, aged 61, was appointed as an independent non-executive Director on November 22, 2024 with effect from the [REDACTED], primarily responsible for providing independent opinion to our Board.

Mr. Shu has over 40 years of experience in pharmaceutical industry and corporate management. He began his career as a pharmacist at the First Affiliated Hospital of Anhui Medical University (安徽醫科大學第一附屬醫院), where he provided pharmaceutical services. Mr. Shu then served as a department manager and vice general manager in Hefei Pharmaceutical Company (合肥市醫藥公司) from December 1992 to December 2002, where he was primarily responsible for its marketing and management. From December 2002 to December 2015, Mr. Shu successively served as the vice general manager and general manager in Nanjing Pharmaceutical Hefei Tianxing Co., Ltd. (南京醫藥合肥天星有限公司) (now known as Anhui Tianxing Pharmaceutical Group Co., Ltd. (安徽天星醫藥集團有限公司)), a subsidiary of Nanjing Pharmaceutical Co., Ltd. (南京醫藥股份有限公司) (Stock code: 600713.SH), where he was responsible for its corporate management. He then successively served as the vice president and president in Nanjing Pharmaceutical Co., Ltd. from January 2016 to April 2022, responsible for its overall operation and management. Mr. Shu served as the chairman of the board of Anhui Tianxing Pharmaceutical Group Co., Ltd. from May 2022 to May 2024, where he was responsible for board matters of the company.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

Mr. Shu also served as a standing member of the second committee of the Pharmaceutical Management Professional Committee of the Hospital Association of Anhui Province (安徽省醫院協會藥事管理專業委員會) from July 2017 to July 2021, the deputy director of the seventh committee of the Pharmaceutical Preparation Professional Committee of the Pharmaceutical Society of Anhui Province (安徽省藥學會藥劑專業委員會) from July 2017 to July 2022, the honorary president of the Eighth Pharmaceutical Profession Association of Anhui Province (安徽省醫藥商業協會) since 2019, the president of the Seventh Pharmaceutical Profession Association of Anhui Province from 2015 to 2019 and a member of Committee of the Chinese People's Political Consultative Conference of Hefei (中國人民政治協商會議合肥市委員會) from January 2013 to January 2018. He was also appointed as the deputy director of the ninth board of Pharmaceutical Association of Anhui Province (安徽省藥學會) in November 2017.

Mr. Shu obtained his secondary vocational diploma in pharmacy from Anqing Health School (安慶衛生學校) in August 1982. He obtained an associate diploma in pharmacy from Anhui University of Chinese Medicine (安徽中醫學院) in June 1989 through part-time study. Mr. Shu continued his education through part-time study and graduated from the correspondence school of the Party School of the Central Committee of the Communist Party of China (中共中央黨校) with a major in economic management in December 1995. Mr. Shu also obtained a master of business administration degree from Anhui Business Administration College (安徽工商管理學院) in December 2001 and an executive master of business administration degree from Jinan University (暨南大學) in June 2015. Mr. Shu has been serving as an industry mentor for master of business administration degree candidates at Hefei University of Technology (合肥工業大學) since 2023. Mr. Shu was recognized as a certified practicing pharmacist by the Department of Personnel of Anhui Province (安徽省人事廳) in September 1995 and a deputy director pharmacist by the Senior Professional Technical Position Appraisal Committee for Pharmaceutical Professionals of Anhui Province (安徽省藥學專業高級專業技術職務評審委員會) in December 2002.

**Ms. Huang Suzhen (黃素珍)**, aged 58, was appointed as an independent non-executive Director on November 22, 2024 with effect from the [REDACTED], primarily responsible for providing independent opinion to our Board.

Ms. Huang has approximately 30 years of experience in accounting. From December 1996 to October 2021, Ms. Huang successively served as an accountant, the deputy section chief and section chief in the financial supervision section, accounting section and economic construction section of the Bureau of Finance of Jiang'an District, Wuhan (武漢江岸區財政局), primarily responsible for supervising the implementation of financial policies, the compliance with financial discipline and accounting standardization inspection of administrative and public institutions in Jiang'an District, Wuhan.

Ms. Huang obtained her associate diploma in financial accounting from Wuhan River Transport College (武漢河運專科學校) (the predecessor of Wuhan University of Technology (武漢理工大學)) in July 1988. She was accredited as a certified public accountant by the Certified Public Accountants Examination Committee of Ministry of Finance (財政部註冊會計師考試委員會) in April 1997 and a certificate public valuer by China Appraisal Society (中國資產評估協會) in June 2001.

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

**Ms. Wang Taosha (王陶沙)**, aged 36, was appointed as an independent non-executive Director on November 22, 2024 with effect from the [REDACTED], primarily responsible for providing independent opinion to our Board.

Ms. Wang has over 10 years of experience in financing and asset management. Ms. Wang started to serve as an analyst in the investment banking division of Credit Suisse from January 2011. Successively, Ms. Wang worked in PIMCO Asia Limited from August 2012 to February 2021 with her last position as a senior vice president responsible for portfolio management. Since May 2021, Ms. Wang has been serving as a portfolio manager in FIL Asia Holdings Pte Ltd HK Branch.

Ms. Wang obtained her bachelor's degree in economics from Brown University in May 2010 and an executive master of business administration degree through part-time studies in a joint program of Kellogg School of Management, Northwestern University and Guanghua School of Management, Peking University in June 2024. Since December 2023, Ms. Wang has been serving as a member of board of directors of Brown University Alumni Association of Hong Kong.

### **BOARD OF SUPERVISORS**

The Board of Supervisors consists of three Supervisors, comprising one employee representative and two shareholders' representatives. Among the three Supervisors, the employee representative is elected by our employees while the shareholders' representatives are elected by our Shareholders, all for a term of three years and renewable upon re-election and re-appointment.

Pursuant to the Articles of Association, the functions and powers of the Board of Supervisors include, among others, reviewing the financial management of our Company, supervising the performance of our Directors and senior management members, monitoring as to whether they comply with the law, administrative stipulations and Articles of Association when performing their duties, and requesting Directors and senior management members to rectify actions detrimental to our Company's interests. In addition, our Board of Supervisors is responsible for exercising other powers, functions and duties in accordance with the Articles of Association and applicable laws and regulations.



## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The following table sets forth certain information regarding our Supervisors:

Name	Age	Position	Time of joining our Group	Date of appointment as a Supervisor	Roles and responsibilities
Ms. Huang Meiyun (黃美芸) . . . . .	60	– Chairman of the Board of Supervisors – Senior consultant	July 2007	October 28, 2024	Responsible for supervising our Board and senior management and advising on the administrative and financial work of our Group
Ms. Xu Cen (徐岑) . . . . .	61	– Supervisor – Senior consultant	July 2018	October 28, 2024	Responsible for supervising our Board and senior management and advising on the operation management of our Group
Ms. Yan Ge (嚴格) . . . . .	56	– Supervisor (employee representative) – Accountant	October 2014	December 29, 2014	Responsible for supervising our Board and senior management and financial accounting of our Group

**Ms. Huang Meiyun (黃美芸)**, aged 60, joined our Group in July 2007 and was appointed as a Supervisor and the chairman of the Board of Supervisors on October 28, 2024. She is primarily responsible for supervising our Board and senior management and advising on the administrative and financial work of our Group.

Ms. Huang has over 25 years of experience in medical and healthcare industry. Prior to joining our Group, she served as a financial manager in Hubei Pukang Pharmaceutical Co., Ltd. (湖北普康醫藥有限公司) from April 1999 to February 2005, primarily responsible for its financial management. Then she served as a department manager in Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) from March 2005 to June 2007, primarily responsible for its procurement management.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

Ms. Huang obtained her associate diploma in machinery through continuing education from Wuhan First Light Bureau Technical School (武漢市一輕局技校) (now known as Wuhan First Light Industry School (武漢市第一輕工業學校)) in September 1983. She was accredited as an assistant accountant (助理會計師) by Wuhan Municipal Bureau of Personnel (武漢市人事局) in February 1993.

**Ms. Xu Cen (徐岑)**, aged 61, joined our Group in July 2018 and was appointed as a Supervisor on October 28, 2024. She is primarily responsible for supervising our Board and senior management and advising on the operation management of our Group.

Ms. Xu has over 35 years of experience in medical and healthcare industry. Prior to joining our Group, she served as a head nurse in the neonatal department at Wuhan Children's Hospital (武漢市兒童醫院) from December 1984 to November 1997. She then served as a staffer nurse in the Special Care Baby Unit at Basier Hospital of Amman Jordan from February 1988 to February 1990 and at Dubai Hospital of the United Arab Emirates from February 1992 to February 1995. She served as a regional manager responsible for business development in Bayer Healthcare Company Ltd. (拜耳醫藥保健有限公司), a subsidiary of Bayer AG (Stock code: BAYN.F), from November 1997 to June 2000. Ms. Xu then served as a market sales manager in Novo Nordisk (China) Pharmaceutical Co., Ltd. (諾和諾德(中國)製藥有限公司) from February 2001 to February 2007, primarily responsible for the market development in the Western China area. She then worked in Baxalta (China) Investment Co., Ltd. (百特(中國)投資有限公司) from March 2007 to July 2018 with her last position as an associate director of regional sales, where she was primarily responsible for the business development in the Southern China area.

Ms. Xu graduated from the medical school of Jiangnan University (江漢大學) (formerly known as Wuhan Health School (武漢衛生學校)) with a major in nursing in November 1984. She also majored in business administration through part-time study at the president seminar of Huazhong University of Science and Technology (華中科技大學) in October 2007 and obtained a master's degree in business administration through part-time study at Colorado City University in June 2024.

**Ms. Yan Ge (嚴格)**, aged 56, joined our Group in October 2014 as an accountant and was appointed as a Supervisor (employee representative) on December 29, 2014. She is primarily responsible for supervising our Board and senior management and financial accounting of our Group.

Ms. Yan has over 25 years of experience in financial accounting. Prior to joining our Group, she served as an accountant in Hubei Pukang Pharmaceutical Co., Ltd. (湖北普康醫藥有限公司) from February 1998 to February 2005. Then she served as an accountant in Hubei Wanjia Pharmaceutical Co., Ltd. (湖北萬佳醫藥有限公司) from March 2005 to November 2009. Ms. Yan served as an accountant in Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) from December 2009 to September 2014.

Ms. Yan obtained her associate diploma in accounting from Hubei University of Economics and Management (湖北經濟管理大學) in December 1988. She was accredited as an assistant accountant (助理會計師) by Wuhan Municipal Bureau of Personnel (武漢市人事局) in March 1993.

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business.

The following table sets forth certain information regarding our senior management:

Name	Age	Position(s)	Time of joining our Group	Date of appointment as senior management	Roles and responsibilities
Ms. Shen Hongmin (沈洪敏) . . . .	61	– Executive Director – Vice chairman of the Board – General manager	December 2014	April 10, 2017	Responsible for the daily operation and management of our Group
Mr. Guo Jiaping (郭家平) . . . .	59	– Executive Director – Vice general manager	February 2021	August 18, 2022	Responsible for the medical management, clinical work and professional training of our Group
Ms. Liu Hongchan (劉紅嬋) . . . .	51	– Executive Director – Vice general manager – Secretary of the Board	November 2014	December 24, 2014	Responsible for the investment and procurement management, corporate governance and securities matters of our Group
Mr. Wang Hong (王宏) . . . . .	61	– Vice general manager	January 2021	January 1, 2021	Responsible for the daily operation of our medical institutions in Jingzhou and Jingmen, Hubei Province as well as Hunan Province
Ms. Wang Lixia (王麗霞) . . . .	42	– Vice general manager	July 2007	February 20, 2023	Responsible for the marketing and human resources of our Group
Ms. Wang Lanlan (王蘭蘭) . . . .	41	– Financial director	June 2024	June 24, 2024	Responsible for the financial management of our Group

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

For biographical details of **Ms. Shen Hongmin (沈洪敏)**, **Mr. Guo Jiaping (郭家平)** and **Ms. Liu Hongchan (劉紅嬋)**, see “— Board of Directors — Executive Directors.”

**Mr. Wang Hong (王宏)**, aged 61, joined our Group in January 2021 as a vice general manager of our Company. He is primarily responsible for the daily operation of our medical institutions in Jingzhou and Jingmen, Hubei Province as well as Hunan Province. Mr. Wang also served as directors of our subsidiaries in Jingzhou and Jingmen, Hubei Province as well as Hunan Province.

Mr. Wang has over 30 years of experience in medical and healthcare industry. Prior to joining our Group, he served as the sales effective manager and head of global dermatology division in Xi'an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司) from May 1994 to December 2002, primarily responsible for its marketing and business development. He then successively served as the nationwide marketing director, deputy general manager of marketing and the vice president in Chia Tai Tianqing Pharmaceutical Group Co., Ltd. (正大天晴藥業集團股份有限公司), a subsidiary of Sino Biopharmaceutical Limited (Stock code: 1177.HK), from December 2002 to December 2020, where he was responsible for its nationwide marketing and sales.

Mr. Wang obtained his associate diploma in animal husbandry from Henan University of Animal Husbandry and Economy (河南牧業經濟學院) in July 1984 and his master's degree in pathology from Shanghai Medical University (上海醫科大學) in July 1991. He also obtained an executive master of business administration degree from the National University of Singapore in August 2002.

**Ms. Wang Lixia (王麗霞)**, aged 42, joined our Group in July 2007 and was appointed as a vice general manager of our Company in March 2023. She is primarily responsible for the marketing and human resources of our Group.

Ms. Wang has been with our Group for more than 17 years since we started our business in 2007. She has accumulated rich experience in marketing and human resources of our Group through various positions within our Group. Since She started to work as a manager in respect of marketing and human resources in July 2007, Ms. Wang successively served as a director, a senior director and a vice general manager of our Group.

Ms. Wang obtained her bachelor's degree in chemical engineering and technology and master's degree in enterprise management from Wuhan University of Technology (武漢理工大學) in June 2004 and December 2006, respectively.

**Ms. Wang Lanlan (王蘭蘭)**, aged 41, joined our Group as the financial director of our Company in June 2024. She is primarily responsible for the financial management of our Group.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

Ms. Wang has more than 15 years of experience in financial management. Prior to joining our Group, Ms. Wang served as a financial manager in Hubei Handan Electromechanical Factory (湖北漢丹機電廠) from June 2009 to May 2015. From May 2015 to June 2024, she served as a deputy financial director in Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司).

Ms. Wang obtained her bachelor’s degree in business administration and master’s degree in accounting from Wuhan University of Technology (武漢理工大學) in June 2006 and December 2008, respectively. She was accredited as an intermediate accountant (中級會計師) by Hubei Province Professional Title Reform Leading Group Office (湖北省職稱改革領導小組辦公室) in March 2012. Ms. Wang has been a non-practicing certified public accountant (非執業註冊會計師) certified by Hubei Institute of Certified Public Accountants since April 2019.

### GENERAL CONFIRMATIONS

Save as disclosed above, each of the Directors, Supervisors and members of the senior management of our Company (i) had no other relationship with any of the Directors, Supervisors and senior management of our Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date. For the Directors’ and Supervisors’ interests in the Shares within the meaning of Part XV of the SFO, see “Appendix VI — Statutory and General Information — C. Further Information about Our Directors, Supervisors and Substantial Shareholders.”

Save as disclosed herein, to the best knowledge, information and belief of our Directors and Supervisors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors and Supervisors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors and Supervisors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as of the Latest Practicable Date.

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on November 26, 2024, and (ii) understands his or her obligations as a director of a [REDACTED] issuer under the Listing Rules.

Each of our independent non-executive Directors has confirmed (i) his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he or she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointments.

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

### **JOINT COMPANY SECRETARIES**

**Ms. Xu Liman (許莉曼)**, aged 28, joined our Group as the general management officer of our Company in March 2023 and was appointed as the joint company secretary of our Company on November 22, 2024. She is primarily responsible for overall coordination and execution of corporate governance and company secretarial matters of our Group.

Prior to joining our Group, Ms. Xu served as the general management officer in Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) from April 2018 to March 2023, primarily responsible for its general corporate governance matters.

Ms. Xu obtained her bachelor’s degree in financing management from Hubei University of Economics (湖北經濟學院) in June 2018 and a dual bachelor’s degree in laws from Zhongnan University of Economics and Law (中南財經政法大學). Ms. Xu obtained her master’s degree in accounting from Zhongnan University of Economics and Law in June 2020. She obtained intermediate accounting professional qualification from Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障局) and Ministry of Finance of the PRC (中華人民共和國財政部) in September 2020 and was accredited as a certified public accountant by the Certified Public Accountants Examination Committee of Ministry of Finance (財政部註冊會計師考試委員會) in February 2023.

**Ms. Pau So Yi (鮑素怡)**, was appointed as the joint company secretary of our Company on November 22, 2024.

Ms. Pau is a manager of company secretarial services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Pau has over 9 years of experience in corporate secretarial work. She has been providing professional corporate governance and compliance services to Hong Kong listed companies and private companies.

Ms. Pau obtained her bachelor’s degree in accounting with honor from Hong Kong Shue Yan University in July 2015. Ms. Pau is a Chartered Secretary, a Chartered Governance Professional, an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, respectively.

### **BOARD COMMITTEES**

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules, our Company has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee.

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

### **Audit Committee**

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three Directors, namely Ms. Huang Suzhen, Mr. Shu Yijie and Ms. Wang Taosha. The chairperson of the Audit Committee is Ms. Huang Suzhen, who is the independent non-executive Director with the appropriate accounting and related financial management expertise. The primary duties of the Audit Committee include, among others:

- making recommendations to our Board on the appointment, reappointment and removal of external auditor, and monitoring the external auditor's independence and evaluating the effectiveness of the audit process and their performance;
- monitoring integrity of our financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained therein;
- assessing the effectiveness of internal control;
- guiding internal audit work;
- coordinating the communication among management, internal audit department, related departments and external audit agency; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

### **Remuneration Committee**

We have established a Remuneration Committee with written terms of reference in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Remuneration Committee consists of three Directors, namely Mr. Shu Yijie, Ms. Huang Suzhen and Mr. Yao Xue. The chairperson of the Remuneration Committee is Mr. Shu Yijie. The primary duties of the Remuneration Committee include, among others:

- making recommendations to our Board on the policy and structure for the remuneration of Directors, Supervisors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- making recommendations to our Board on the remuneration packages of individual executive Directors, Supervisors and senior management and the remuneration of non-executive Directors;

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

- reviewing and approving compensation payable to executive Directors, Supervisors and senior management of our Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

### **Nomination Committee**

We have established a Nomination Committee with written terms of reference in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Nomination Committee consists of three members, namely Mr. Yao Xue, Mr. Shu Yijie and Ms. Wang Taosha. The chairperson of the Nomination Committee is Mr. Yao Xue. The primary duties of the Nomination Committee include, among others:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually, and making recommendations on any proposed changes to our Board to complement our Company's corporate strategy;
- identifying individuals who are suitably qualified to become Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships;
- assessing the independence of independent non-executive Directors;
- researching and developing standards and procedures for the election of our Board members, general managers and members of the senior management, and making recommendations to our Board; and
- other responsibilities as authorized by our Board or required by the relevant laws and regulations.

### **CORPORATE GOVERNANCE**

Our Company is committed to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the corporate governance requirements under the Corporate Governance Code set out in Appendix C1 to the Listing Rules after the [REDACTED].



---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

### **BOARD DIVERSITY**

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We [have adopted] a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

Our Directors have a balanced mix of knowledge and skills, including corporate management, medical quality management, accounting, financing and asset management. They obtained degrees in various majors, including medical science, dentistry, business administration and finance management. Our three independent non-executive Directors with different industry backgrounds, representing more than one-third of the Board. Furthermore, our Board has a diverse age and gender representation, ranging from 36 years old to 61 years old and comprising three male and four female Directors. Taking into account our existing business mode and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy. We will continue to apply the principles of appointments based on merits with reference to our board diversity policy as a whole.

Our Nomination Committee is responsible for reviewing the structure and ensuring the diversity of our Board. After the [REDACTED], our Nomination Committee will monitor and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on annual basis.

### **COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

Our Directors, Supervisors and senior management members receive compensation from our Company in the form of salaries, bonuses, allowances, benefits in kind, pension scheme contributions and other employee benefits.

The aggregate amounts of remuneration (including salaries, bonuses, allowances, benefits in kind, pension scheme contributions and other employee benefits) paid to our Directors and Supervisors for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024 were approximately RMB2.8 million, RMB3.4 million, RMB3.9 million and RMB1.6 million, respectively.

The five highest paid individuals for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024 included two, three, two and two Directors, respectively, whose remunerations are included in the aggregate amount of remuneration set

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

out above. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, the aggregate amount of remuneration (including salaries, bonuses, allowances, benefits in kind, pension scheme contributions and other employee benefits) for the remaining three, two, three and three highest paid individuals who are not Directors or Supervisors of our Group were approximately RMB2.1 million, RMB1.8 million, RMB2.9 million and RMB1.1 million.

It is estimated that remuneration equivalent to approximately RMB2.6 million in aggregate will be paid to the Directors and Supervisors (inclusive of benefits in kind but exclusive of any discretionary bonuses) by our Company for the year ending December 31, 2024 based on the arrangements currently in force.

No remuneration was paid by our Company to the Directors, Supervisors or the five highest paid individuals as inducement to join or upon joining our Company or as a compensation for loss of office during the Track Record Period. Furthermore, none of the Directors or Supervisors had waived or agreed to waive any remuneration during the Track Record Period.

### COMPLIANCE ADVISOR

We have appointed Haitong International Capital Limited as the compliance advisor pursuant to Rule 3A.19 of the Listing Rules, and the compliance advisor will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner that is different from that detailed in this document or where our business activities, developments or results deviate from any forecasts, estimates or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or [REDACTED] volume of the Shares or any other matters under Rule 13.10 of the Listing Rules.

The term of the appointment of the compliance advisor will commence on the [REDACTED] and is expected to end on the date when our Company distributes the annual report of its financial results for the first full financial year commencing after the [REDACTED].

---

## **RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS**

---

### **OUR CONTROLLING SHAREHOLDERS**

As of the Latest Practicable Date, our Company was directly held as to approximately 1.24% by Mr. Yao, 1.17% by Ms. Shen and 81.32% by Zhongshan Medical Investment, which was in turn held by Mr. Yao and Ms. Shen as to approximately 44.11% and 31.38%, respectively. Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment and our Company. See “History, Development and Corporate Structure — Our Major Corporate Development — Early Development” for details.

Immediately upon completion of the [REDACTED] (assuming no exercise of the [REDACTED]), Mr. Yao and Ms. Shen, directly and indirectly through Zhongshan Medical Investment, will together be entitled to exercise the voting rights attaching to approximately [REDACTED]% of our enlarged total issued share capital. Therefore, Mr. Yao, Ms. Shen and Zhongshan Medical Investment will be considered as a group of Controlling Shareholders after the [REDACTED] for the purpose of the Listing Rules.

### **DELINEATION OF BUSINESS**

Our Controlling Shareholders confirm that as of the Latest Practicable Date, neither of them or their respective close associates was interested in any business, other than our Group, which competes or is likely to compete, either directly or indirectly, with our Group’s business and which requires disclosure pursuant to Rule 8.10 of the Listing Rules.

### **INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS**

Having considered the following factors, our Directors are satisfied that we are capable of carrying out our business independently of our Controlling Shareholders and their respective close associates after the [REDACTED].

#### **Operational Independence**

We engage in our operations and make and implement our operational decisions independently. We do not share operation team, facilities or equipment with our Controlling Shareholders or their respective close associates. We possess relevant licenses, approvals and permits from the relevant regulatory authorities that are necessary to carry out and operate our business. Our Group have established our own organizational structure with independent departments, and each department is assigned to specific areas of responsibilities. Our operating functions, such as cash and accounting management, invoices and bills, operate independently from our Controlling Shareholders and their respective close associates. We have independent access to a large and diversified base of suppliers and customers and have not relied on our Controlling Shareholders and their respective close associates with respect to supplies for our business operations. We also maintain a set of comprehensive internal control procedures to facilitate the effective operation of our business.

## **RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS**

Due to the features and characteristics of our businesses, during the Track Record Period, we conducted certain transactions with our Controlling Shareholders’ close associates on a recurring basis which are expected to continue after the [REDACTED] and will constitute continuing connected transactions of our Group under the Listing Rules, details of which are set out in “Connected Transactions.” Our Directors believe that the aforesaid transactions do not have any material adverse impact on our operational independence from our Controlling Shareholders on the basis that (i) all such transactions are conducted after arm’s length negotiation and on normal commercial terms or better, and (ii) the cost and expense incurred from such transactions account for insignificant proportion of our cost and expense during the Track Record Period, which do not indicate any undue reliance by our Group on our Controlling Shareholders or their close associates and are beneficial to our Group and our Shareholders as a whole.

Based on the above, our Directors are of the view that we are able to operate independently from our Controlling Shareholders and their respective close associates.

### **Management Independence**

Our business is managed and conducted by our Board and senior management. Our Board comprises four executive Directors and three independent non-executive Directors, among whom Mr. Yao, the chairman of our Board and an executive Director, and Ms. Shen, an executive Director, the vice chairman of our Board and the general manager of our Company, are members of our Controlling Shareholders. For further details, see “Directors and Senior Management.”

Save as disclosed below, none of our Directors or members of our senior management serves as a director or member of senior management in our Controlling Shareholders or their close associates (other than members of our Group):

<u>Name</u>	<u>Positions in our Company</u>	<u>Major positions held in our Controlling Shareholders and their close associates (other than members of our Group)</u>	
		<u>Name of company</u>	<u>Position</u>
Mr. Yao . . . . .	Chairman of the Board and executive Director	Zhongshan Medical Investment Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) (“Nanjing Pharmaceutical Hubei”) <sup>(1)</sup>	Chairman of the board Chairman of the board
Ms. Shen . . . . .	Executive Director, vice chairman of the Board and general manager	Zhongshan Medical Investment	Vice chairman of the board

---

## RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

---

*Note:*

- (1) Nanjing Pharmaceutical Hubei, a subsidiary of Nanjing Pharmaceutical Company Limited (南京醫藥股份有限公司) (Stock code: 600713.SH), is held by Nanjing Pharmaceutical Company Limited and Zhongshan Medical Investment as to 51% and 49% respectively. Nanjing Pharmaceutical Hubei primarily engages in wholesale business of pharmaceutical products, with a revenue of approximately RMB5.4 billion for the year ended December 31, 2023.

Our Directors are of the view that our Board and senior management team are able to manage our business independently from our Controlling Shareholders and their close associates for the following reasons:

- (i) as confirmed by Mr. Yao and Ms. Shen, Zhongshan Medical Investment is an investment holding company and had no actual business operation or commercial activities as of the Latest Practicable Date. As confirmed by Mr. Yao, the directorship held by him in Nanjing Pharmaceutical Hubei is non-executive in nature and he is not involved in its day-to-day management. Therefore, Mr. Yao and Ms. Shen will have sufficient time and resources to serve on our Board or as senior management members, and their positions in the aforementioned companies will not affect their discharge of duties and responsibilities to our Group;
- (ii) save for Mr. Yao and Ms. Shen, all members of our senior management are our full-time employees and are independent from our Controlling Shareholders and their close associates;
- (iii) pursuant to the Articles of Association of our Company, in the event that any Shareholder or Director or his/her close associates has the material interest in a contract or arrangement to be entered into with our Group, the interested Shareholder(s) or Director(s) shall abstain from voting on any Shareholder or Board resolutions approving any contract, arrangement or any other proposal and shall not be counted in the quorum present at the relevant meeting;
- (iv) we have appointed three independent non-executive Directors (accounting for more than one-third of our Board) to balance the number of potentially interested Directors with a view to promote the interests of our Company and the Shareholders as a whole. The independent non-executive Directors will be entitled to engage professional advisors at our cost for advice on matters relating to any potential conflict of interest arising out of any transaction to be entered into between our Company and another company or entity to which a Director or senior management member holds position. We believe our independent non-executive Directors have the depth and breadth of experience which will enable them to bring sound, independent and impartial judgment to the decision-making process of our Board;

---

## **RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS**

---

- (v) each of our Directors is aware of his/her fiduciary duties as a Director, which require him/her to act for the benefit and in the interests of our Company and the Shareholders as a whole and do not allow any conflict between his/her duties as a Director and his/her personal interests; and
- (vi) we have adopted corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders and their close associates which would support our independent management. See “— Corporate Governance Measures” below for further information.

Based on the above, our Directors are satisfied that the Board as a whole, together with our senior management team, is able to perform the managerial role in our Group independently.

### **Financial Independence**

We have established a finance department with a team of independent financial staff, which operates entirely independently of the Controlling Shareholders. In addition, our Company has established a sound and independent financial system and makes financial decisions according to our Company’s business needs, which are independent of our Controlling Shareholders.

During the Track Record Period, our Group had no non-trade related amounts due to or due from our Controlling Shareholders or their close associates. As of the Latest Practicable Date, there were no outstanding loans, advances or non-trade balances due to or from our Controlling Shareholders or their respective close associates, nor were there any outstanding pledges or guarantees provided for our benefit by our Controlling Shareholders or their respective close associates and vice versa.

Based on the above, our Directors are satisfied that we are able to maintain financial independence from our Controlling Shareholders and their close associates.

### **CORPORATE GOVERNANCE MEASURES**

Our Directors recognize the importance of good corporate governance to protect the interest of our Shareholders. We will adopt the following corporate governance measures to manage potential conflict of interests between our Group and the Controlling Shareholders:

- (i) where a Shareholders’ meeting is held for considering proposed transaction in which any of the Controlling Shareholder has a material interest, the Controlling Shareholder(s) shall abstain from voting on the resolutions and shall not be counted in the quorum for the voting;

---

## **RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS**

---

- (ii) where a Board meeting is held for the matters in which a Director has a material interest, such Director shall abstain from voting on the resolutions and shall not be counted in the quorum for the voting;
- (iii) any transaction between (or proposed to be made between) our Group and the connected persons will be subject to the requirements under Chapter 14A of the Listing Rules, including, where applicable, the announcement, reporting, annual review, circular (including independent financial advice) and independent Shareholders' approval requirements and with those conditions imposed by the Stock Exchange for the granting of waiver from strict compliance with relevant requirements under the Listing Rules;
- (iv) in the event that our independent non-executive Directors are requested to review any conflict of interests between our Group and the Controlling Shareholders, the Controlling Shareholders shall provide the independent non-executive Directors with all necessary information and our Company shall disclose the decisions of the independent non-executive Directors either in its annual report or by way of announcements to the public; and
- (v) our Company has appointed Haitong International Capital Limited as our compliance advisor, which will provide advice and guidance to our Group in respect of compliance with the applicable laws and Listing Rules including various requirements relating to Directors' duties and corporate governance.

## CONNECTED TRANSACTIONS

We have entered into certain agreements with our connected persons, the details of which are set out below. Upon [REDACTED], the transactions contemplated under such agreements will constitute our continuing connected transactions under Chapter 14A of the Listing Rules.

### OUR CONNECTED PERSONS

The table below sets forth certain parties who will become our connected persons upon [REDACTED] and the nature of their relationship with our Group:

Connected person	Connected relationship
Zhongshan Medical Investment . . .	one of our Controlling Shareholders
Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司) (“ <b>Nanjing Pharmaceutical Hubei</b> ”) . . . . .	a company owned by Zhongshan Medical Investment as to 49%, and hence an associate of Zhongshan Medical Investment

### SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

Continuing connected transactions	Applicable Listing Rules	Waiver sought	Proposed annual cap for the years ending December 31,		
			2024	2025	2026
<i>(RMB in thousands)</i>					

#### Fully-exempt Continuing Connected Transaction

Pharmaceuticals and Consumables Procurement Framework Agreement . . .	14A.76(1)(c)	N/A	1,300	1,600	1,900
---	--------------	-----	-------	-------	-------

### FULLY-EXEMPT CONTINUING CONNECTED TRANSACTION

#### Pharmaceuticals and Consumables Procurement Framework Agreement

##### *Principal Terms*

On [●], 2024, our Company and Nanjing Pharmaceutical Hubei (for themselves and on behalf of their respective subsidiaries) entered into a pharmaceuticals and consumables procurement framework agreement (the “**Pharmaceuticals and Consumables Procurement Framework Agreement**”), pursuant to which our Group agreed to purchase certain pharmaceuticals and consumables from Nanjing Pharmaceutical Hubei and its subsidiaries for medical use.



---

## CONNECTED TRANSACTIONS

---

Separate underlying agreements will be entered between the parties to set out the detailed terms, including the category of pharmaceuticals and consumables, pricing terms, method of payment and credit terms, based on the principles and within the parameters provided in the Pharmaceuticals and Consumables Procurement Framework Agreement. The definitive terms of each of such underlying agreements will be determined on a case-by-case and a fair and reasonable basis after arm's length negotiation between the parties.

The initial term of the Pharmaceuticals and Consumables Procurement Framework Agreement will commence on the [REDACTED] and expire on [December 31, 2026]. Such term is renewable for a term of three years upon mutual consents and subject to the requirements under the Listing Rules and other applicable laws and regulations.

### *Reasons for and Benefits of the Transaction*

As a dental services provider, we purchase pharmaceuticals and consumables for medical use in the ordinary and usual course of our business. The quality of the products we purchased is important to our business operation and expansion. Nanjing Pharmaceutical Hubei, a subsidiary of Nanjing Pharmaceutical Company Limited (南京醫藥股份有限公司) (Stock code: 600713.SH), primarily engages in wholesale business of pharmaceutical products. Since Nanjing Pharmaceutical Hubei is a well-known pharmaceuticals supplier in Hubei Province, securing a stable procurement relationship with Nanjing Pharmaceutical Hubei would enable us to procure quality pharmaceuticals and consumables for our customers. In addition, the terms Nanjing Pharmaceutical Hubei offered to us are no less favorable than those offered by our other suppliers who are Independent Third Parties. Therefore, our procurement of pharmaceuticals and consumables from Nanjing Pharmaceutical Hubei is in the interests of our Group and the Shareholders as a whole.

### *Pricing Policy*

The purchase price of the pharmaceuticals and consumables shall be determined with reference to a number of factors including: (i) the price of the similar products sold by Nanjing Pharmaceutical Hubei to other independent customers under similar conditions; and (ii) the prevailing market price of similar products. The aforesaid pricing policies are no less favorable to us than those offered by Independent Third Parties.

### *Historical Amounts*

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, the historical amounts of our procurement of pharmaceuticals and consumables from Nanjing Pharmaceutical Hubei were approximately RMB1.4 million, RMB1.2 million and RMB1.3 million and RMB0.6 million, respectively.

---

## CONNECTED TRANSACTIONS

---

### *Annual Caps*

The proposed annual caps for the transactions under the Pharmaceuticals and Consumables Procurement Framework Agreement for the years ending December 31, 2024, 2025 and 2026 are set out below:

<b>Proposed annual caps for the years ending December 31,</b>		
<b>2024</b>	<b>2025</b>	<b>2026</b>
<i>(RMB in thousands)</i>		
1,300	1,600	1,900

The above annual caps are determined with reference to:

- (i) the historical transaction amounts of our procurement of pharmaceuticals and consumables from Nanjing Pharmaceutical Hubei during the Track Record Period; and
- (ii) the expected increasing procurement amounts, taking into account the potential increase in the demand by our medical institutions for pharmaceuticals and consumables, which is in line with the expected business growth of our medical institutions.

### *Implication under the Listing Rules*

The Pharmaceuticals and Consumables Procurement Framework Agreement and the transactions contemplated thereunder have been and will continue to be entered into in the ordinary and usual course of our business on normal commercial terms or better. As each of the applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of this transaction is expected to be, on an annual basis, less than 5% and the highest proposed annual cap of this transaction is expected to be less than HK\$3 million, such transaction will be fully exempt from the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## CONNECTED TRANSACTIONS

### ONE-OFF TRANSACTION ENTERED INTO BEFORE THE [REDACTED]

We have entered into a property lease agreement with Zhongshan Medical Investment (the “**Lease Agreement**”), pursuant to which we leased a property from Zhongshan Medical Investment as our offices (the “**Property**”). The transaction was entered into before the [REDACTED] and accounted as right-of-use assets under IFRS 16, therefore such transaction was one-off connected transaction of the Company for the purpose of the Listing Rules. Details of such transaction are set out below.

Tenant	Landlord	Location of the Property	Total GFA <i>(sq.m.)</i>	Term of Lease Agreement	Total rental per year <i>(RMB'000)</i>
1. . . The Company	Zhongshan Medical Investment	Room 5, 11/F, Huayin Building, No. 786 Minzhu Road, Wuchang District, Wuhan, Hubei Province	389.1	July 1, 2024 to December 31, 2025	258

The rent of the Property under the Lease Agreement was determined after arm’s length negotiations based on the prevailing market price no less favorable than those offered by Independent Third Parties for similar properties with comparable size and quality in the vicinity. As such, our Directors are of the view that the terms of the Lease Agreement are on normal commercial terms and are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

We have adopted IFRS 16 in the preparation of the financial information of our Group during the Track Record Period, pursuant to which, at the commencement date of a lease, our Group as lessee shall recognize a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. Accordingly, the lease transaction under the Lease Agreement would be regarded as acquisition of assets by the lessee and one-off connected transactions of the Company for the purpose of the Listing Rules.

## SHARE CAPITAL

### OUR SHARE CAPITAL

#### Immediately before the [REDACTED]

As of the Latest Practicable Date, the registered capital of our Company was RMB38,517,242, comprising 38,517,242 Unlisted Shares with a nominal value of RMB1.00 each.

#### Upon the Completion of the [REDACTED]

Immediately following completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares, assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate % of the enlarged issued share capital after the [REDACTED]
Unlisted Shares . . . . .	[REDACTED]	[REDACTED]%
H Shares to be converted from Unlisted Shares <sup>(1)</sup> .	[REDACTED]	[REDACTED]%
H Shares to be issued pursuant to the [REDACTED] . . . . .	[REDACTED]	[REDACTED]%
<b>Total</b> . . . . .	<u>[REDACTED]</u>	<u>100%</u>

*Note:*

- (1) See "History, Development and Corporate Structure — [REDACTED] Investments — Public Float" for details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED].

Immediately following completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares, assuming the [REDACTED] is fully exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate % of the enlarged issued share capital after the [REDACTED]
Unlisted Shares . . . . .	[REDACTED]	[REDACTED]%
H Shares to be converted from Unlisted Shares <sup>(1)</sup> .	[REDACTED]	[REDACTED]%
H Shares to be issued pursuant to the [REDACTED] . . . . .	[REDACTED]	[REDACTED]%
<b>Total</b> . . . . .	<u>[REDACTED]</u>	<u>100%</u>

*Note:*

- (1) See "History, Development and Corporate Structure — [REDACTED] Investments — Public float" for details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED].

---

## SHARE CAPITAL

---

### RANKING

Upon completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares, the Shares will consist of Unlisted Shares and H Shares. Unlisted Shares and H Shares are all ordinary Shares in the share capital of our Company.

Apart from certain qualified domestic institutional investors in the PRC, qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons entitled to hold our H Shares pursuant to the relevant PRC laws and regulations or upon approval by any competent authorities, H Shares generally may not be subscribed for by, or traded between, legal or natural persons of the PRC.

Unlisted Shares and H Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. Dividends in respect of our Shares may be paid by us in Hong Kong dollars or Renminbi. In addition to cash, dividends may be distributed in the form of Shares.

### CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Our Company will have only one class of Shares upon completion of the [REDACTED], namely ordinary shares, and each carry the same rights in all respects with the other Shares. For details of circumstances under which our Shareholders’ meetings are required, see “Appendix IV — Summary of Principal Laws and Regulations” and “Appendix V — Summary of Articles of Association.”

### CONVERSION OF UNLISTED SHARES INTO H SHARES

Upon completion of the [REDACTED], all our Unlisted Shares (other than those converting to H Shares) are not [REDACTED] or [REDACTED] on any stock exchange. The holders of our Unlisted Shares may convert their Shares into H Shares provided that such conversion shall have gone through the requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and complete the filing process procedure with CSRC. The [REDACTED] of such converted Shares on the Stock Exchange will also require the approval of the Stock Exchange.

In accordance with the Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) and the Overseas Listing Trial Measures, domestic unlisted shares of H-share companies (including domestic unlisted shares held by domestic shareholders prior to the overseas listing, domestic unlisted shares further issued in the PRC after the overseas listing and unlisted shares held by foreign shareholders) could be listed and traded on the Stock Exchange after application to file with the CSRC.

---

## SHARE CAPITAL

---

Upon completion of the [REDACTED], [REDACTED] Unlisted Shares held by Wuhan Xinglin, Wuhan Taolin, Wuhan Zhulin, Ms. Li Zhen (李臻) and Mr. Chen Wei (陳巍) will be converted into H Shares on a one-for-one basis. The conversion of these Unlisted Shares into H Shares [has been] filed with the CSRC and the CSRC issued notice of filing on [●], 2024 and an application has been made to the Listing Committee for such H Shares to be [REDACTED] on the Stock Exchange.

Based on the procedures for the conversion of our Unlisted Shares into H Shares as disclosed in this section, we can apply for the [REDACTED] of our Unlisted Shares on the Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of Shares for entry on the H Share register. As any [REDACTED] of additional Shares after our initial [REDACTED] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it will not require such prior application for [REDACTED] at the time of our initial [REDACTED] in Hong Kong.

No class Shareholder voting is required for the [REDACTED] and [REDACTED] of the converted Shares on the Stock Exchange. Any application for [REDACTED] of the converted Shares on the Stock Exchange after our initial [REDACTED] is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

After all the requisite approvals have been obtained, the following procedures will need to be completed: the relevant Unlisted Shares will be withdrawn from the Share register and we will re-register such Shares on our H Share register maintained in Hong Kong and instruct the [REDACTED] to issue H Share certificates. Registration on our H Share register will be on the condition that (a) our [REDACTED] lodges with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register of members and the due dispatch of H Share certificates and (b) the admission of the H Shares to [REDACTED] on the Stock Exchange will comply with the Listing Rules and the General Rules of [REDACTED] and [REDACTED] Operational Procedures in force from time to time. Until the converted Shares are re-registered on our H Share register, such Shares would not be [REDACTED] as H Shares.

For further details, see “Risk Factors — Risks Relating to the [REDACTED] — Future sales or perceived sales of substantial amounts of our securities in the public market, including any future [REDACTED] in China, could have a material and adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholdings.”

---

## SHARE CAPITAL

---

### TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

Pursuant to the PRC Company Law, our Shares issued prior to the [REDACTED] shall not be transferred within 12 months from the [REDACTED].

Shares transferred by our Directors, Supervisors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares held by the aforementioned persons cannot be transferred within half a year after they leave their positions as Directors, Supervisors and members of the senior management of our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors, Supervisors and members of senior management of our Company.

### GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted general mandates to issue and repurchase our Shares. For further details, see “Appendix VI — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions Passed by Our Shareholders’ Meeting in Relation to the [REDACTED].”

### RESTRICTIONS ON SHARES NOT [REDACTED] ON THE OVERSEAS STOCK EXCHANGE

According to the Notice on Adjustment of Business Acceptance of Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies (《關於境外上市公司非境外上市股份登記存管業務受理調整的通知》) and Business Guidelines for the Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies (《境外上市公司非境外上市股份登記存管業務指南》), our Company is required to register and deposit our Shares that are not [REDACTED] on the overseas stock exchange with the China Securities Depository and Clearing Corporation Limited after the [REDACTED].

## SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]), the following persons will have or be deemed or taken to have an interest and/or short positions in the Shares or the underlying Shares of our Company which shall be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings our Company:

Name of Shareholder	Nature of interest	Shares held as of the Latest Practicable Date			Shares held immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]) <sup>(1)</sup>		
		Number	Description of Shares	Approximate percentage of shareholding in the total issued share capital	Number	Description of Shares	Approximate percentage of shareholding in the total issued share capital
Mr. Yao <sup>(2)</sup> . .	Interest in controlled corporation	31,324,102	Unlisted Shares	81.32%	[REDACTED]	[REDACTED]	[REDACTED]%
	Beneficial interest	475,800	Unlisted Shares	1.24%	[REDACTED]	[REDACTED]	[REDACTED]%
	Interest of concert party	31,774,102	Unlisted Shares	82.49%	[REDACTED]	[REDACTED]	[REDACTED]%
Ms. Shen <sup>(2)</sup> .	Interest in controlled corporation	31,324,102	Unlisted Shares	81.32%	[REDACTED]	[REDACTED]	[REDACTED]%
	Beneficial interest	450,000	Unlisted Shares	1.17%	[REDACTED]	[REDACTED]	[REDACTED]%
	Interest of concert party	31,799,902	Unlisted Shares	82.56%	[REDACTED]	[REDACTED]	[REDACTED]%
Zhongshan Medical Investment.	Beneficial interest	31,324,102	Unlisted Shares	81.32%	[REDACTED]	[REDACTED]	[REDACTED]%
Wuhan Xinglin . .	Beneficial interest	2,740,740	Unlisted Shares	7.12%	[REDACTED]	[REDACTED]	[REDACTED]%
Yao Qi (姚琪) <sup>(3)</sup> . .	Interest in controlled corporation	2,740,740	Unlisted Shares	7.12%	[REDACTED]	[REDACTED]	[REDACTED]%



---

## SUBSTANTIAL SHAREHOLDERS

---

*Notes:*

- (1) The calculation is based on the total number of [REDACTED] Unlisted Shares in issue and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED]). Unlisted Shares and H Shares are both ordinary Shares in the share capital of our Company and are considered as one class of Shares.
- (2) As of the Latest Practicable Date, Zhongshan Medical Investment was held by Mr. Yao and Ms. Shen as to 44.11% and 31.38%, respectively. Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment and our Company. See “History, Development and Corporate Structure – Our Major Corporate Development — Early Development” for details. Therefore, Mr. Yao and Ms. Shen are deemed to be interested in the Shares directly held by Zhongshan Medical Investment and each other by virtue of the SFO.
- (3) Yao Qi is the general partner of Wuhan Xinglin. Therefore, Yao Qi is deemed to be interested in the Shares directly held by Wuhan Xinglin by virtue of the SFO.

Save as disclosed above and in “Appendix VI — Statutory and General Information — C. Further Information about Our Directors, Supervisors and Substantial Shareholders,” our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]), have an interest or short position in the Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of our Company.

---

## FINANCIAL INFORMATION

---

*You should read the following discussion and analysis in conjunction with our audited consolidated financial information as of and for the years ended December 31, 2021, 2022 and 2023, and the six months ended June 30, 2024 included in the Accountants’ Report set out in Appendix I to this document, together with the accompanying notes. Our consolidated financial information has been prepared in accordance with IFRS.*

*The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical events, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. In evaluating our business, you should carefully consider the information provided in the section headed “Risk Factors” in this document.*

### OVERVIEW

We are a leading private dental services provider in Central China, operating an expanding dental service network under the direct chain model in this thriving market. We feature community-focused dental care at customers’ doorstep to be warm, accessible and affordable, dedicated to bringing the general public confident smiles. According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of revenue generated therefrom in 2023. Among all private dental services providers in China, we ranked third in terms of net profit generated in 2023 and ranked fifth in terms of the number of dental institutions in operation as of December 31, 2023. Over the years, we have been focusing our dental services on addressing the mass market demands, maintaining strong presence in densely populated Central China. As of the Latest Practicable Date, our dental service network consisted of 83 dental institutions in total. Our all-around dental services consist of general dentistry services, implantology services and orthodontics services, addressing diverse oral health needs of customers of all ages.

During the Track Record Period, we generated revenue from provision of a comprehensive range of dental services, including (i) general dentistry services, (ii) implantology services, and (iii) orthodontics services. Our revenue increased from RMB380.8 million for the year ended December 31, 2021 to RMB409.4 million for the year ended December 31, 2022 and further to RMB441.8 million for the year ended December 31, 2023. Despite the negative impact brought by the slower-than-expected post-pandemic economic recovery and the downward pricing pressure on dental services providers following the national centralized procurement policies and fierce competition in the industry, we managed to stabilize our revenue stream and only recorded a slight decrease in our total revenue, from RMB213.4 million for the six months ended June 30, 2023 to RMB204.5 million for the six months ended June 30, 2024.

---

## FINANCIAL INFORMATION

---

Benefiting from our unified management under direct chain model and increasing economies of scale of our dental service network, we recorded net profit throughout the Track Record Period. Our net profit amounted to RMB14.7 million, RMB56.5 million, RMB67.0 million, RMB32.3 million and RMB29.2 million, respectively, for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024. Our adjusted net profit (non-IFRS measure), as net profit for the period adjusted by adding fair value losses on redeemable preference shares and share-based payment expenses, amounted to RMB19.8 million, RMB59.3 million, RMB70.4 million, RMB34.6 million and RMB30.2 million, respectively, for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024.

### BASIS OF PRESENTATION

Our Company was established in the PRC as a limited liability company on July 10, 2007 and was converted into a joint stock company with limited liability on December 24, 2014. See “History, Development and Corporate Structure.” Our historical financial information has been prepared in accordance with IFRS, which comprise all standards and interpretations approved by the IASB. All IFRS effective for the accounting period commencing from January 1, 2024, together with the relevant transitional provisions, have been early adopted by our Group in the preparation for the historical financial information consistently throughout the Track Record Period and six months ended June 30, 2023.

The historical financial information has been prepared under the historical cost convention, except for certain financial assets at fair value through profit or loss (the “FVTPL”), contingent consideration and financial liabilities at FVTPL which have been measured at fair value. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of our Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of our Group are eliminated in full on consolidation. See Note 2.1 to the Accountants’ Report in Appendix I to this document.

---

## FINANCIAL INFORMATION

---

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

We believe our results of operations and financial condition are mainly affected by the following factors:

#### **Growth of Dental Services Market in Central China**

The growth of the dental services market in China has profound influence on our business growth and financial performance. The dental services market in China flourishes along with the development of Chinese economy, the increasing per capita annual disposable income, the rising total health expenditure and per capita health expenditure in China as well as the promulgation of government policies favorable to the healthcare services industry in China, especially the dental services industry. According to Frost & Sullivan, the market size of the China’s dental services market in terms of revenue generated by dental services providers in China fluctuated from 2019 to 2023 due to the outbreak of COVID-19 pandemic in 2020 and the following spreads of transmissible variants of COVID-19.

We have been strategically focusing on providing dental services to serve the general public in densely populated Central China. Accordingly, our results of operations and financial condition are especially affected by the growth of dental services market in Central China, which is typically driven by (i) favorable policies to promote dental services industry in Central China; (ii) the growth in per capita health expenditure driven by increasing disposable income; (iii) supply of dental services falls short of demands; and (iv) high-level dental resources available in Central China, especially Wuhan. The market size of dental services market in Central China in terms of revenue generated by dental services providers therein increased in general at a CAGR of 6.3% from 2019 to 2023, despite the decrease in 2020 and 2022 due to the COVID-19 pandemic.

Our future business operations and financial performance are expected to continue to be affected by the growth of the dental services market in Central China. According to Frost & Sullivan, such market size is expected to reach RMB37.8 billion in 2028, representing a CAGR of 6.0% from 2023 to 2028. In particular, the total revenue generated by private dental services providers in Central China is expected to reach RMB23.9 billion in 2028, growing at a CAGR of 6.8% from 2023 to 2028, demonstrating extensive market potential for private dental services providers therein. See “Industry Overview — Dental Services Market in Central China” for details of the market where we operate. As the largest private dental services provider in Central China in terms of revenue in 2023, we believe we are well positioned to seize the development opportunities in the industry.

---

## FINANCIAL INFORMATION

---

### **Our Ability to Grow our Customer Base and Offer Satisfied Dental Services**

The revenue generated from dental services provided by our dental institutions mainly depends on (i) the number of customer visits to our dental institutions; and (ii) customer’s spending during his or her visits to our dental institutions. See “— Consolidated Statements of Profit or Loss and Other Comprehensive Income — Revenue” for details.

We believe that our success depends to a significant extent on our ability to grow our customer base and offer satisfied dental services to customers. Our extensive dental service network with sufficient seasoned dentists and quality supply of dental devices contributes to the quality of our dental services, thereby enhancing customer satisfaction and retention. In addition, the geographic location of our dental institutions, being proximity to local communities, assures the accessibility and long-term customer relationship management. Meanwhile, our consistent brand image across all of our dental institutions and growing brand recognition in Central China are also crucial for attracting and retaining customers. The above factors, among others, have direct impact on the number of our customer visits and in turn affect our financial performance and results of operations.

Customer’s spending during his or her visit to our dental institutions is mainly determined by the type and severity of dental diseases, oral health condition, treatment plans and preference in treatment methods and consumables. The prices of certain of our dental services are subject to the applicable PRC laws and regulations, including those applicable to Medical Insurance Designated Medical Institutions. With the implementation of the centralized procurement policies, we made timely pricing adjustments on our implantology services and witnessed more customers access affordable dental services. See “Business — Our Dental Services” and “Business — Pricing” for more details of our pricing.

### **Our Ability to Control Our Cost and Expenses**

Our ability to manage costs and operating expenses is critical to our results of operations. Our cost of sales primarily comprises (i) staff costs; (ii) costs of consumables and customized products; (iii) depreciation and amortization; (iv) office and property management expenses; and (v) share-based payment expenses. Our operating expenses primarily comprise selling and distribution expenses, administrative expenses and research and development expenses. We anticipate an absolute increase in operating expenses and cost of sales along with our business growth and the expansion of our dental service network. We also expect that our operating expenses as a percentage of our total revenue will remain relatively stable or potentially decrease due to ongoing efforts to improve operating efficiency and cost-effectiveness. Our ability to effectively control such costs and expenses is primarily driven by our operational efficiency and economies of scale, which in turn may materially affect our profitability.

## FINANCIAL INFORMATION

During the Track Record Period, employee benefit expenses, including those recorded under cost of sales, selling and marketing expenses, administrative expenses and research and development expenses, were the largest component of our total costs and expenses. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our employee benefit expenses amounted to RMB165.2 million, RMB155.5 million, RMB167.3 million, RMB83.0 million and RMB81.4 million, accounting for 43.4%, 38.0%, 37.9%, 38.9% and 39.8%, respectively, of our revenue for the same periods. Any change in employee benefit expenses, including the number of employees, salaries and bonuses, social insurance, welfare and other benefits, and other forms of incentives, could affect our results of operations. The following table sets forth a sensitivity analysis illustrating the impact of hypothetical fluctuations in employee benefit expenses on our net profit, excluding any tax effect, for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit
	<i>(RMB'000, except percentages)</i>						<i>(Unaudited)</i>			
+10% . . . . .	(16,516)	(112)	(15,549)	(28)	(16,727)	(25)	(8,304)	(26)	(8,141)	(28)
+5% . . . . .	(8,258)	(56)	(7,775)	(14)	(8,364)	(12)	(4,152)	(13)	(4,071)	(14)
-5% . . . . .	8,258	56	7,775	14	8,364	12	4,152	13	4,071	14
-10% . . . . .	16,516	112	15,549	28	16,727	25	8,304	26	8,141	28

In addition, during the Track Record Period, costs of consumables and customized products constituted the second largest component of our cost of sales. Our costs of consumables and customized products amounted to RMB75.6 million, RMB71.6 million, RMB75.2 million, RMB35.2 million and RMB33.0 million for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, accounting for 27.3%, 27.4%, 27.5%, 26.7% and 25.4%, respectively, of our cost of sales for the same periods. The following table sets forth a sensitivity analysis illustrating the impact of hypothetical fluctuations in costs of consumables and customized products in our cost of sales on our net profit, excluding any tax effect, for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit	Change in net profit	% change in net profit
	<i>(RMB'000, except percentages)</i>						<i>(Unaudited)</i>			
+10% . . . . .	(7,563)	(51)	(7,156)	(13)	(7,524)	(11)	(3,524)	(11)	(3,300)	(11)
+5% . . . . .	(3,781)	(26)	(3,578)	(6)	(3,762)	(6)	(1,762)	(5)	(1,650)	(6)
-5% . . . . .	3,781	26	3,578	6	3,762	6	1,762	5	1,650	6
-10% . . . . .	7,563	51	7,156	13	7,524	11	3,524	11	3,300	11

---

## FINANCIAL INFORMATION

---

### **Our Ability to Expand Our Dental Service Network**

The scale of our dental service network plays a critical role in our results of operations and financial performance. Our revenue and overall profitability depend on the number, development stage and profitability of each dental institution in our dental service network, and our future revenue growth is affected by our ability to expand our dental service network and ramp up the operations of our newly established and acquired dental institutions. Over years of operations, we have successfully established a strong presence in Central China and remain committed to increasing our dental institution density in existing cities while penetrating into new cities and local communities to reach a broader customer base through both establishment and strategic acquisitions. As of the Latest Practicable Date, we established a dental service network consisting of 83 dental institutions in total, covering eight cities in two provinces in China. According to Frost & Sullivan, we ranked first among all private dental services providers in Central China in terms of both revenue generated therefrom in 2023 and the number of dental institutions in operation in Central China as of December 31, 2023. Our successful track record and highly scalable business model enable us to serve a broad customer base.

In line with our business growth, we intend to continuously upgrade our existing dental institutions, elevating their service capacity and optimizing customer experience. In addition, we plan to seek and assess potential acquisition targets with a market-oriented approach and a strategic geographic focus on Central China. The cost efficiency of establishing or acquiring dental institutions is critical to our ability to recoup investments in a timely manner, which may materially impact our revenue and profitability. The monthly breakeven periods and the investment payback periods for our new dental institutions depend on specific characteristics of such dental institution, such as its service capacity, initial investment, the coverage of its service offerings, competitive landscape and variation in the local economy and urban road planning. In addition, the monthly breakeven periods and the investment payback periods of our acquired dental institutions are also affected by the profitability of relevant dental institutions prior to our acquisition. Newly established dental institutions may experience lower operational efficiency during their ramp-up stage, potentially affecting our short-term liquidity and profitability. We may open new dental institutions and/or acquire dental institutions from period to period at an uneven rate. As such, our profitability may fluctuate from period to period. Overall, expansion of our dental service network have been strengthening our revenue stream and promoting in-network synergies and economies of scale. See “Business — Our Future Expansion” and “Future Plans and Use of [REDACTED].”

---

## FINANCIAL INFORMATION

---

### Seasonality

We experience insignificant seasonal fluctuations in our revenue and profitability. In line with the industry norm, we typically witness increase in customer visits in July and August each year, as it can be easier for potential customers, especially children and teenagers, to have time for dental diagnosis and treatment during their summer vacation. In addition, we typically witness fewer customer visits shortly before and during the Chinese New Year holiday, mainly because most Chinese residents tend to postpone their dental treatment plans during such period. See "Business — Seasonality." Therefore, our revenue is generally slightly higher in the third quarter of each financial year and slightly lower in the first quarter of each financial year.

We expect our business operations and financial performance to continue to experience minor fluctuations based on seasonal factors. Our financial performance for any period of less than a year may not reflect our annual financial results.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies that we believe are most significant to the preparation of our consolidated financial statements. The preparation of financial statements also requires the use of accounting estimates and associated assumptions, which are based on our historical experience and various other relevant factors that we believe are reasonable under the circumstances. Our management also exercises judgement in applying the accounting policies. Our significant accounting policies, judgements and estimates, which are important for understanding our results of operations and financial condition, are set out in Note 2.3 and Note 3 to the Accountants' Report set out in Appendix I to this document.

When reviewing our financial results, you should consider: (i) our selection of critical accounting policies; (ii) the judgment and other uncertainties affecting the application of such policies; and (iii) the sensitivity of reported results to changes in conditions and assumptions. The basis for determination of these items may change in the future, and as a result, actual results could differ from those estimates.

We set forth below the accounting policies that we believe are the most significant to our financial information.

### Revenue Recognition

We recognize revenue from contracts with customers when control of goods or services is transferred to the customers at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services.



---

## FINANCIAL INFORMATION

---

The following is a description of the accounting policy for our principal revenue streams:

### *Provision of General Dentistry Services*

Revenue from provision of general dentistry services is recognized when the services have been rendered, given that such dental services are generally completed within a very short period of time.

Revenue from sale of goods is recognized when control of the goods has transferred, being when the goods are delivered to the customers.

### *Provision of Implantology and Orthodontics Services*

Revenue from provision of implantology and orthodontics services are recognized over time, using an input method to measure progress towards complete satisfaction of the services. The input method recognizes revenue on the basis of the staff costs and cost of inventories, consumables and customized products expended relative to the total expected costs to complete the service.

### **Contract Liabilities**

A contract liability is our obligation to transfer goods or services to a customer for which we have received consideration (or an amount of consideration is due) from our customer.

### **Property, Plant and Equipment Depreciation**

We state property, plant and equipment, other than construction in progress, at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, we recognize such parts as individual assets with specific useful lives and depreciate them accordingly. Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life.

**FINANCIAL INFORMATION**

The below table sets forth the principal annual rates of property, plant and equipment.

<u>Categories</u>	<u>Principal annual rates</u>
Buildings . . . . .	3.17%
Medical equipment . . . . .	19%
Furniture and fixtures . . . . .	19%-31.67%
Motor vehicles . . . . .	19%
Leasehold improvements . . . . .	Shorter of the useful life and the lease term

Where certain parts of property, plant and equipment have different useful lives, we allocate the cost of such parts on a reasonable basis among the property, plant and equipment and each part of property, plant and equipment is depreciated separately. We review and make adjustments, when appropriate, on the residual values, useful lives and the depreciation method at least at the end of each reporting period during the Track Record Period. We derecognize an item of property, plant and equipment including any significant part initially recognized upon disposal or when no future economic benefits are expected to derive from its use or disposal. Any gain or loss on disposal or retirement recognized in profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress, which is stated at cost less any impairment losses, and is not depreciated. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

**Right-of-use assets**

We recognize right-of-use assets at the commencement date of the lease (i.e. the date when the underlying asset is available for use). We measure right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

<u>Categories</u>	<u>Estimated useful lives</u>
Clinic and office premises . . . . .	2 to 16.5 years

If ownership of the leased asset transfers to our Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

---

## FINANCIAL INFORMATION

---

### **Business Combinations**

Our business combinations are accounted for using the acquisition method. We measure the consideration transferred at the fair value as of the acquisition date, which equals to the sum of the fair values of assets transferred by us as of the acquisition date, liabilities assumed by us to the former owners of the acquiree and the equity interests issued by us in exchange for control of the acquiree.

For each business combination, we elect whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

We determine that our Group has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. When we acquire a business, we assess the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as of the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree. For business combination achieved in stages, we remeasure the equity interest previously held at its fair value as of acquisition date and recognize any gain or loss in profit or loss resulted from the acquisition. We recognize any contingent consideration to be transferred by the acquirer at fair value as of the acquisition date. We measure contingent consideration classified as an asset or liability at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### **Goodwill**

We measure goodwill initially at cost, being the excess of the sum of the consideration transferred, the amount recognized for non-controlling interests and any fair value of our equity interest in the acquiree previously held over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, we recognize the difference in profit or loss as a gain on bargain purchase after reassessment.

After initial recognition, we measure goodwill at cost less any accumulated impairment losses. We test goodwill for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value of the goodwill may be impaired. We perform our annual impairment test of goodwill as of December 31 of each year. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our cash-generating units, or each group of cash-generating units, that is expected to benefit from the synergies of the combination, irrespective of whether our other assets or liabilities are assigned to those units or groups of units. We determine the impairment

---

## FINANCIAL INFORMATION

---

by assessing the recoverable amount of the cash-generating unit, or group of cash-generating units, to which the goodwill relates. Where the recoverable amount of the cash-generating units, or groups of cash-generating units, is less than the carrying amount, an impairment loss is recognized. We do not reverse an impairment loss recognized for goodwill in a subsequent period.

Where goodwill has been allocated to a cash-generating unit, or a group of cash-generating units, and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### **Impairment of Financial Assets**

We recognize an allowance for expected credit losses (the "ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that we expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. We write off a financial asset when there is no reasonable expectation of recovering the contractual cash flows.

For trade receivables that do not contain a significant financing component or when we apply the practical expedient of not adjusting the effect of a significant financing component, we apply the simplified approach in calculating ECLs. Under the simplified approach, we do not track changes in credit risk, but instead recognize a loss allowance based on lifetime ECLs at the end of each of the financial period. We have established a provision matrix that is based on our historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### **Impairment of Non-financial Assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), we estimate the asset's recoverable amount, which is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and determine for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case we determine the recoverable amount for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

---

## FINANCIAL INFORMATION

---

We recognize an impairment loss only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

We make assessment at the end of each of the financial period as to whether there is an indication that impairment losses previously recognized may no longer exist or may have decreased. If such an indication exists, we estimate the recoverable amount. We reverse the impairment loss of an asset previously recognized other than goodwill only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

### **Inventories**

We state inventories at the lower of cost and net realizable value. We determine cost comprising all cost of purchase and other costs incurred in bringing the inventories to their present location and condition on the specific identification basis. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### **Cash and Cash Equivalents**

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flow, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits, less bank overdrafts which are repayable on demand and form an integral part of our cash management.

### **Investments and Other Financial Assets**

#### ***Initial Recognition and Measurement***

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost and FVTPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and our business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which we have applied the practical expedient of not adjusting the

---

## FINANCIAL INFORMATION

---

effect of a significant financing component, we initially measure a financial asset at its fair value plus in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which we have applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the revenue recognition policies as mentioned above.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (the "SPPI") on the principal amount outstanding. We classify and measure financial assets with cash flows that are not SPPI at FVTPL, irrespective of the business model.

Our business model for managing financial assets refers to how we manage the financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at FVTPL. Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognized on the trade date, which is the date that we commit to purchase or sell the asset.

### *Subsequent Measurement*

The subsequent measurement of financial assets depends on their classification as follows.

#### *Financial Assets at Amortized Cost (Debt Instruments)*

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

#### *Financial Assets at FVTPL*

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in profit or loss. This category includes derivative instruments and equity investments which we had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognized as other income in profit or loss when the right of payment has been established. A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same

---

## FINANCIAL INFORMATION

---

terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVTPL category. A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVTPL.

We set forth below the accounting estimates that we believe are the most significant to our financial information.

### **Impairment of Goodwill**

Our Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. We make an estimate of the expected future cash flows from the cash-generating units and also choose a suitable discount rate in order to calculate the present value of those cash flows to estimate the value in use.

### **Fair Value of Redeemable Preference Shares**

The redeemable preference shares issued by us are not traded in an active market and the respective fair values are determined by using the equity allocation method. Key inputs used in valuing the underlying equity value are set forth in detail in Note 26 to the Accountants' Report in Appendix I to this document. The carrying amounts of redeemable preference shares were RMB109,114,000, RMB110,450,000, RMB112,781,000, and RMB112,985,000 as of December 31 2021, 2022 and 2023 and June 30, 2024, respectively.

### **Fair Value Measurement of Share-based Payments**

We have set up a [REDACTED] Restricted Share Scheme and granted restricted shares to our directors and employees. The fair value of the Restricted Shares are determined by the discounted cash flow and equity allocation method at the grant dates, respectively. Significant estimates on assumptions, including the underlying equity value, discount rate, expected volatility and dividend yield are made by our management. See Note 31 to the Accountants' Report in Appendix I to this document for further details.

## FINANCIAL INFORMATION

### CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth selected consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>			<i>(Unaudited)</i>	
<b>Revenue</b> . . . . .	<b>380,750</b>	<b>409,444</b>	<b>441,841</b>	<b>213,359</b>	<b>204,549</b>
Cost of sales . . . . .	<u>(276,851)</u>	<u>(260,970)</u>	<u>(273,615)</u>	<u>(132,095)</u>	<u>(129,700)</u>
<b>Gross profit</b> . . . . .	<b>103,899</b>	<b>148,474</b>	<b>168,226</b>	<b>81,264</b>	<b>74,849</b>
Selling and distribution expenses . . . . .	(34,857)	(41,709)	(44,687)	(20,184)	(22,874)
Administrative expenses . . .	(32,049)	(33,992)	(32,549)	(16,174)	(14,455)
Research and development expenses . . . . .	(6,779)	(6,618)	(6,823)	(3,351)	(3,342)
Other expenses . . . . .	(2,059)	(2,175)	(1,885)	(795)	(610)
Finance costs . . . . .	(8,431)	(6,679)	(5,507)	(2,733)	(2,754)
Fair value losses on redeemable preference shares . . . . .	(3,708)	(1,336)	(2,331)	(1,487)	(204)
Other income and gains/(losses), net . . . . .	<u>3,646</u>	<u>7,541</u>	<u>4,464</u>	<u>1,799</u>	<u>3,241</u>
<b>Profit before tax</b> . . . . .	<b>19,662</b>	<b>63,506</b>	<b>78,908</b>	<b>38,339</b>	<b>33,851</b>
Income tax expense . . . . .	<u>(4,924)</u>	<u>(7,056)</u>	<u>(11,870)</u>	<u>(5,996)</u>	<u>(4,606)</u>
<b>Profit for the period</b> . . . .	<u><b>14,738</b></u>	<u><b>56,450</b></u>	<u><b>67,038</b></u>	<u><b>32,343</b></u>	<u><b>29,245</b></u>
<b>Total comprehensive income for the period</b> . . .	<u><b>14,738</b></u>	<u><b>56,450</b></u>	<u><b>67,038</b></u>	<u><b>32,343</b></u>	<u><b>29,245</b></u>
<b>Attributable to:</b>					
Owners of the parent . . . . .	17,140	43,342	50,069	25,095	20,423
Non-controlling interests . .	<u>(2,402)</u>	<u>13,108</u>	<u>16,969</u>	<u>7,248</u>	<u>8,822</u>
<b>Earnings per share attributable to ordinary equity holders of the parent</b>					
Basic and diluted (RMB) . .	<u><b>0.40</b></u>	<u><b>0.92</b></u>	<u><b>1.07</b></u>	<u><b>0.54</b></u>	<u><b>0.44</b></u>



## FINANCIAL INFORMATION

### Non-IFRS Measures

To supplement our consolidated statements of profit or loss and other comprehensive income presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure), as an additional financial measure, which is not required by, or presented in accordance with IFRS. We believe that the presentation of this non-IFRS measure facilitates comparison of the operating performance from period to period. We believe that this measure provides useful information to investors in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, the use of non-IFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for analysis of, our results of operations or financial conditions as reported under IFRS. In addition, the non-IFRS financial measure may be defined differently from similar terms used by other companies.

We define adjusted net profit (non-IFRS measure), as net profit for the period adjusted by adding (i) fair value losses on redeemable preference shares; and (ii) share-based payment expenses. Our redeemable preference shares represent shares issued by us in connection with Series A Investment and Series B Investment to Independent Third-Party investors. All special rights granted to such investors have been terminated in September 2024 and we do not expect to recognize any further loss on fair value changes of redeemable preference shares thereafter. See Note 26 to the Accountants’ Report set out in Appendix I to this document for details. Such fair value losses are not costs directly relating to the generation of revenue or normal expenses incurred in ordinary business or recurring operating expenses. Share-based payment expenses are non-cash expenses arising from Restricted Shares under the [REDACTED] Restricted Share Scheme and do not result in cash outflow. See Note 31 to the Accountants’ Report set out in Appendix I to this document for details.

The following table reconciles our adjusted net profit (non-IFRS measure) for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>				
<b>Net profit for the period. . . .</b>	<b><u>14,738</u></b>	<b><u>56,450</u></b>	<b><u>67,038</u></b>	<b><u>32,343</u></b>	<b><u>29,245</u></b>
<b>Add:</b>					
Fair value losses on redeemable preference shares . . . . .	3,708	1,336	2,331	1,487	204
<b>Share-based payment expenses . . . . .</b>	<b>1,388</b>	<b>1,525</b>	<b>1,053</b>	<b>809</b>	<b>785</b>
– Share-based payment expenses in administrative expenses . . . . .	1,146	1,221	812	637	622
– Share-based payment expenses in cost of sales . . . . .	242	304	241	172	163
<b>Adjusted net profit (non-IFRS measure) . . . . .</b>	<b><u>19,834</u></b>	<b><u>59,311</u></b>	<b><u>70,422</u></b>	<b><u>34,639</u></b>	<b><u>30,234</u></b>

## FINANCIAL INFORMATION

### Revenue

During the Track Record Period, we generated revenue from providing (i) general dentistry services; (ii) implantology services; and (iii) orthodontics services to customers through our dental service network.

### Revenue by Business Line

The following table sets forth our revenue by business line for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue	RMB'000	% of revenue
	<i>(Unaudited)</i>									
General dentistry services . . .	203,796	53.5	212,526	51.9	237,088	53.7	117,318	55.0	110,778	54.2
Implantology services . . .	107,799	28.3	116,728	28.5	122,984	27.8	61,283	28.7	59,831	29.3
Orthodontics services . . .	69,155	18.2	80,190	19.6	81,769	18.5	34,758	16.3	33,940	16.5
<b>Total . . . . .</b>	<b>380,750</b>	<b>100.0</b>	<b>409,444</b>	<b>100.0</b>	<b>441,841</b>	<b>100.0</b>	<b>213,359</b>	<b>100.00</b>	<b>204,549</b>	<b>100.0</b>

Revenue generated from our dental services mainly depends on (i) the number of customer visits to our dental institutions; and (ii) customer’s spending during his or her visits to our dental institutions.

The following table sets forth the number of customer visits and average spending per customer visit by type of our dental services for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
<b>General dentistry services</b>					
– Number of customer visits . . . . .	540,269	520,961	549,907	273,114	258,240
– Average spending per customer visit (RMB) .	377	408	431	430	429

## FINANCIAL INFORMATION

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
<b><i>Implantology services</i></b>					
– Number of customer visits . . . . .	52,086	59,763	78,759	36,093	42,914
– Number of implant teeth . . . . .	13,704	13,797	20,485	9,645	10,321
– Average spending per customer visit (RMB) . . . . .	2,070	1,953	1,562	1,698	1,394
– Average spending per implant tooth (RMB) . . . . .	7,866	8,460	6,004	6,354	5,797
<b><i>Orthodontics services</i></b>					
– Number of customer visits . . . . .	123,089	127,927	140,143	64,020	67,737
– Average spending per customer visit (RMB) . . . . .	562	627	583	543	501

### *Revenue Generated from General Dentistry Services*

General dentistry services contributed to the majority of our revenue during the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from general dentistry services represented 53.5%, 51.9%, 53.7%, 55.0% and 54.2%, respectively, of our total revenue for the same periods. We expect our provision of general dentistry services to contribute an increasing portion of our total revenue in the near future, attributable to our increasing focus on oral health management for residents in local communities.

### *Revenue Generated from Implantology Services*

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from implantology services represented 28.3%, 28.5%, 27.8%, 28.7% and 29.3%, respectively, of our total revenue for the same periods.

### *Revenue Generated from Orthodontics Services*

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, revenue generated from orthodontics services represented 18.2%, 19.6%, 18.5%, 16.3% and 16.5%, respectively, of our total revenue for the same periods.

See “— Period to Period Comparison of Results of Operations” for details of the fluctuation of our revenue generated by different business line during the Track Record Period.

## FINANCIAL INFORMATION

### Cost of Sales

#### *Cost of Sales by Nature*

Our cost of sales primarily consists of (i) staff costs, mainly including salaries, bonuses and benefit expenses for dentists and other medical professionals and operating staff working at our dental service network; (ii) costs of consumables and customized products, mainly representing costs to procure dental consumables and customize products used in our dental services; (iii) depreciation and amortization, mainly representing depreciation of right of use assets and medical equipment; and (iv) office and property management expenses. The following table sets forth a breakdown of our cost of sales by nature for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total
Staff costs . . . . .	125,328	45.3	120,967	46.4	131,189	47.9	64,324	48.7	62,514	48.2
Costs of consumables and customized products . . . .	75,629	27.3	71,559	27.4	75,238	27.5	35,238	26.7	32,996	25.4
Depreciation and amortization . . . . .	59,546	21.5	55,971	21.4	55,684	20.4	27,491	20.8	28,653	22.1
Office and property management expenses . .	12,118	4.4	9,857	3.8	8,903	3.3	3,877	2.9	4,001	3.1
Others <sup>(1)</sup> . . . . .	4,230	1.5	2,616	1.0	2,601	0.9	1,165	0.9	1,536	1.2
<b>Total. . . . .</b>	<b>276,851</b>	<b>100.0</b>	<b>260,970</b>	<b>100.0</b>	<b>273,615</b>	<b>100.0</b>	<b>132,095</b>	<b>100.0</b>	<b>129,700</b>	<b>100.0</b>

*Note:*

(1) Mainly representing utility charges, and charges for disposing medical waste of our dental institutions.

## FINANCIAL INFORMATION

Our cost structure remained relatively consistent throughout the Track Record Period. Staff costs constituted the largest component of our cost of sales during the Track Record Period. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our staff costs charged in cost of sales amounted to RMB125.3 million, RMB121.0 million, RMB131.2 million, RMB64.3 million and RMB62.5 million, accounting for 45.3%, 46.4%, 47.9%, 48.7% and 48.2%, respectively, of our cost of sales for the same periods.

### Gross Profit and Gross Profit Margin

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit amounted to RMB103.9 million, RMB148.5 million, RMB168.2 million, RMB81.3 million and RMB74.8 million, respectively. The continuous increase of our gross profit in 2022 and 2023 was generally in line with the growth of our revenue. The increase of our gross profit in 2022 was also attributable to the decrease of our cost of sales in the same year. The decrease of our gross profit in the first half of 2024 was mainly caused by the decrease of our revenue in the same period. See “— Period to Period Comparison of Results of Operations” for details.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our gross profit margin was 27.3%, 36.3%, 38.1%, 38.1% and 36.6%, respectively.

### Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of (i) advertising and promotion expenses; and (ii) staff costs, mainly representing salaries, bonuses and benefit expenses for our branding and marketing staff. The following table sets forth the breakdown of our selling and distribution expenses by nature for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total
Advertising and promotion expenses . . .	26,188	75.1	34,445	82.6	37,150	83.1	16,639	82.4	18,838	82.4
Staff costs . . . . .	8,400	24.1	7,069	16.9	7,190	16.1	3,451	17.1	3,843	16.8
Others <sup>(1)</sup> . . . . .	269	0.8	195	0.5	347	0.8	94	0.5	193	0.8
<b>Total . . . . .</b>	<b>34,857</b>	<b>100.0</b>	<b>41,709</b>	<b>100.0</b>	<b>44,687</b>	<b>100.0</b>	<b>20,184</b>	<b>100.0</b>	<b>22,874</b>	<b>100.0</b>

(Unaudited)

Note:

(1) Mainly representing traveling expenses, and depreciation and amortization expenses.

## FINANCIAL INFORMATION

We carry out marketing and branding activities based on the market conditions and our expansion strategies. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our selling and distribution expenses amounted to RMB34.9 million, RMB41.7 million, RMB44.7 million, RMB20.2 million and RMB22.9 million, respectively.

### Administrative Expenses

Our administrative expenses primarily consist of (i) staff costs, mainly representing salaries, bonuses and benefit expenses for our management and administrative personnel; (ii) depreciation and amortization; (iii) consultation and professional service expenses mainly in connection with the business strategy consultation services provided by third-party professional consulting firms. We engaged such consulting firms for market positioning and business strategies; (iv) office expenses; (v) share-based payment expenses for Restricted Shares granted to our directors and employees under the [REDACTED] Restricted Share Scheme; and (vi) entertainment expenses. The following table sets forth the breakdown of our administrative expenses by nature for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total
	<i>(Unaudited)</i>									
Staff costs . . . . .	21,071	65.7	22,584	66.4	22,219	68.3	11,573	71.6	9,200	63.6
Depreciation and amortization . . . . .	2,618	8.2	3,192	9.4	2,874	8.8	1,428	8.8	1,379	9.5
Consultation and professional service expenses . . . . .	1,191	3.7	2,371	7.0	2,146	6.6	921	5.7	1,141	7.9
Office expenses . . . . .	1,689	5.3	1,490	4.4	1,194	3.7	483	3.0	638	4.4
Share-based payment expenses . . . . .	1,146	3.6	1,221	3.6	812	2.5	637	3.9	622	4.3
Entertainment expenses . .	2,530	7.9	1,745	5.1	1,372	4.2	501	3.1	616	4.3
Others <sup>(1)</sup> . . . . .	1,804	5.6	1,389	4.1	1,932	5.9	631	3.9	859	5.9
<b>Total . . . . .</b>	<b>32,049</b>	<b>100.0</b>	<b>33,992</b>	<b>100.0</b>	<b>32,549</b>	<b>100.0</b>	<b>16,174</b>	<b>100.0</b>	<b>14,455</b>	<b>100.0</b>

*Note:*

(1) Mainly representing traveling expenses.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our administrative expenses amounted to RMB32.0 million, RMB34.0 million, RMB32.5 million, RMB16.2 million and RMB14.5 million, accounting for 8.4%, 8.3%, 7.4%, 7.6% and 7.1%, respectively, of our total revenue for the same periods.

## FINANCIAL INFORMATION

### Research and development expenses

During the provision of dental services, our dentists also take the lead in developing dental technologies and devices used in our dental service network. We develop and upgrade our information technology systems to digitalize our operations and corporate management. Our research and development expenses primarily consist of staff costs, representing salaries, bonuses and benefit expenses to our research and development staff. The following table sets forth the breakdown of our research and development expenses by nature for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total
	<i>(Unaudited)</i>									
Staff costs . . . . .	6,498	95.9	6,471	97.8	6,656	97.6	3,256	97.2	3,282	98.2
Others <sup>(1)</sup> . . . . .	281	4.1	147	2.2	167	2.4	95	2.8	60	1.8
<b>Total . . . . .</b>	<b>6,779</b>	<b>100.0</b>	<b>6,618</b>	<b>100.0</b>	<b>6,823</b>	<b>100.0</b>	<b>3,351</b>	<b>100.0</b>	<b>3,342</b>	<b>100.0</b>

*Note:*

- (1) Mainly representing depreciation and amortization and expenses for consumables used for our research and development projects.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our research and development expenses amounted to RMB6.8 million, RMB6.6 million, RMB6.8 million, RMB3.4 million and RMB3.3 million, accounting for 1.8%, 1.6%, 1.5%, 1.6% and 1.6%, respectively, of our total revenue for the same periods.

### Other Expenses

Our other expenses primarily comprise (i) bank charges; and (ii) losses on disposal of property, plant and equipment. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our other expenses amounted to RMB2.1 million, RMB2.2 million, RMB1.9 million, RMB0.8 million and RMB0.6 million, respectively.

## FINANCIAL INFORMATION

### Finance Costs

Our finance costs mainly consist of (i) interest on lease liabilities, representing interest recognized in association with our lease liabilities; and (ii) interest on bank loans. The following table sets forth a breakdown of finance costs for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>
Interest on lease liabilities . . . . .	7,926	94.0	6,554	98.1	5,507	100.0	2,733	100.0	2,754	100.0
Interest on bank loans . . . . .	505	6.0	125	1.9	-	-	-	-	-	-
<b>Total . . . . .</b>	<b><u>8,431</u></b>	<b><u>100.0</u></b>	<b><u>6,679</u></b>	<b><u>100.0</u></b>	<b><u>5,507</u></b>	<b><u>100.0</u></b>	<b><u>2,733</u></b>	<b><u>100.0</u></b>	<b><u>2,754</u></b>	<b><u>100.0</u></b>

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our finance costs amounted to RMB8.4 million, RMB6.7 million, RMB5.5 million, RMB2.7 million and RMB2.8 million, accounting for 2.2%, 1.6%, 1.2%, 1.3% and 1.3%, respectively, of our total revenue for the same periods.

### Fair Value Losses on Redeemable Preference Shares

Our fair value losses on redeemable preference shares arise primarily from the changes in the fair value of shares issued by us in connection with Series A Investment and Series B Investment. See “History, Development and Corporate Structure — [REDACTED] Investments — Special Rights.” Such redeemable preference shares are not traded in an active market and the respective fair values are determined by using the equity allocation method. We used risk-free interest rate, discount for lack of marketability and volatility as key valuation assumptions to determine the fair value of the redeemable preference shares. We had fair value losses on redeemable preference shares of RMB3.7 million, RMB1.3 million, RMB2.3 million, RMB1.5 million and RMB0.2 million for years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, respectively. All special rights granted to such investors have been terminated in September 2024 and we do not expect to recognize any further loss on fair value changes of redeemable preference shares thereafter. See Note 26 to the Accountants’ Report set out in Appendix I to this document for details.



## FINANCIAL INFORMATION

### Net Other Income and Gains or Losses

Our net other income and gains or losses primarily consists of (i) income and fair value gains from wealth management products, including (a) investment income from wealth management products we purchased; and (b) fair value gains on wealth management products we purchased; (ii) government grants mainly representing certain government grants by the relevant government authorities; (iii) gain arising from lease modification, representing gains arising from adjustment on the lease terms; (iv) bank interest income; (v) rental income, representing income generated from lease of certain properties owned by us or sublease of our right of use assets; (vi) gain on disposal of subsidiaries, representing gain generated from our disposal of certain dental institutions in 2022; (vii) fair value changes on contingent consideration and equity investment at FVTPL, including (a) fair value loss on an equity investment at FVTPL, representing fair value change on our investment in Hefei Dazhong Dental Co., Ltd. (合肥大眾口腔醫療有限公司); and (b) fair value adjustment on contingent consideration, representing fair value changes on our contingent consideration to acquire several dental institutions which may be adjusted based on their operational results and the operational targets set in the acquisition agreements. We evaluate the amount of such contingent consideration at the end of each financial period. As of June 30, 2024, such consideration had been duly settled; and (viii) net reversal of impairment or impairment of trade receivables and other receivables. The following table sets forth the breakdown of our net other income and gains or losses by nature for the periods indicated:

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>	<i>RMB'000</i>	<i>% of total</i>
	<i>(Unaudited)</i>									
Income and fair value gains										
from wealth management										
products . . . . .	1,150	31.5	2,425	32.2	2,693	60.3	1,463	81.3	1,527	47.1
Government grants . . . . .	1,136	31.2	1,503	19.9	490	11.0	185	10.3	466	14.4
Gain arising from lease										
modification . . . . .	77	2.1	714	9.5	386	8.6	-	-	453	14.0
Bank interest income . . . . .	248	6.8	649	8.6	868	19.4	289	16.1	269	8.3
Rental income . . . . .	873	23.9	504	6.7	270	6.0	139	7.7	180	5.6
Gain on disposal of subsidiaries.	-	-	1,612	21.4	-	-	-	-	-	-
Fair value changes on										
contingent consideration and										
equity investment at FVTPL .	90	2.5	47	0.6	(93)	(2.1)	(93)	(5.2)	-	-
Reversal of										
impairment/(impairment) of										
trade receivables and other										
receivables, net . . . . .	62	1.7	(54)	(0.7)	(178)	(4.0)	(187)	(10.4)	(35)	(1.1)

## FINANCIAL INFORMATION

	Year ended December 31,						Six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total	RMB'000	% of total
Others <sup>(1)</sup> . . . . .	10	0.3	141	1.9	28	0.6	3	0.2	381	11.8
<b>Total</b> . . . . .	<b>3,646</b>	<b>100.0</b>	<b>7,541</b>	<b>100.0</b>	<b>4,464</b>	<b>100.0</b>	<b>1,799</b>	<b>100.0</b>	<b>3,241</b>	<b>100.0</b>

(Unaudited)

*Note:*

(1) Mainly representing other income arising from transactions not related to our ordinary operations.

See “— Period to Period Comparison of Results of Operations” for details.

### Income Tax Expense

We are subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which our subsidiaries are domiciled and operate. Pursuant to the EIT Law, we and our subsidiaries which operate in China are subject to the statutory enterprise income tax at a rate of 25% on the taxable income, unless subject to tax exemption or preferential tax treatment. We were accredited as a “New High-tech Enterprise (高新技術企業)” in 2020 and such recognition was subsequently renewed in 2023. “New High-tech Enterprise” recognitions are subject to review by the relevant PRC tax authorities for every three years. Therefore, we were entitled to a preferential EIT rate of 15% during the Track Record Period. In addition, the majority of our subsidiaries were entitled to a preferential EIT rate of 20% due to their relatively low annual taxable income under the government’s preferential income tax policies for micro- and small-sized enterprises. For details, see Note 10 to Accountants’ Report set out in Appendix I to this document. Such preferential tax treatment is effective until December 31, 2027 under the current policies.

## FINANCIAL INFORMATION

Our income tax expense consists of current income tax and deferred income tax. The following table sets forth a breakdown of our income tax expense for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>			<i>(Unaudited)</i>	
Current income tax . . . . .					
Charge for the period . . .	4,617	6,612	11,769	6,362	5,474
Overprovision in prior years . . . . .	–	(57)	(25)	–	–
Deferred income tax . . . . .	<u>307</u>	<u>501</u>	<u>126</u>	<u>(366)</u>	<u>(868)</u>
<b>Total . . . . .</b>	<b><u>4,924</u></b>	<b><u>7,056</u></b>	<b><u>11,870</u></b>	<b><u>5,996</u></b>	<b><u>4,606</u></b>

The overprovision of our current income tax during the Track Record Period were caused by income tax differences identified during the reconciliation and settlement for taxes of prior years.

For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, our effective income tax rate, representing income tax expense divided by profit before income tax, expressed as a percentage, was 25.0%, 11.1%, 15.0%, 15.6% and 13.6%, respectively. Despite the preferential tax treatment we enjoyed, our effective income tax rate was 25.0% in 2021, as certain of our dental institutions recorded loss while we recorded low profit before tax overall in 2021. Our effective income tax rate was lower than our statutory enterprise income tax rate in 2022, 2023 and the first half of 2024, primarily due to the preferential tax treatment we enjoyed.

As of the Latest Practicable Date, we paid all relevant taxes that were due and applicable to us and had no material disputes or unresolved tax issues with relevant tax authorities.

---

## FINANCIAL INFORMATION

---

### PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

#### Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

##### *Revenue*

Our revenue decreased by 4.1% from RMB213.4 million for the six months ended June 30, 2023 to RMB204.5 million for the six months ended June 30, 2024, primarily due to the decrease in revenue generated from implantology services.

##### *General Dentistry Services*

Revenue generated from general dentistry services remained relatively stable at RMB117.3 million for the six months ended June 30, 2023 and RMB110.8 million for the same period in 2024.

##### *Implantology Services*

Our revenue from implantology services decreased by 2.4% from RMB61.3 million for the six months ended June 30, 2023 to RMB59.8 million for the six months ended June 30, 2024, primarily due to our pricing adjustment in the middle of 2023 was fully reflected in the first half of 2024 as compared to the same period in 2023, though we had an 18.9% increase in customer visits to implantology services in the same period.

##### *Orthodontics Services*

Revenue generated from orthodontics services remained relatively stable at RMB33.9 million for the six months ended June 30, 2024, compared to RMB34.8 million for the same period in 2023.

##### *Cost of Sales*

Our cost of sales remained relatively stable at RMB129.7 million for the six months ended June 30, 2024, compared to RMB132.1 million for the six months ended June 30, 2023.

##### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit decreased by 7.9% from RMB81.3 million for the six months ended June 30, 2023 to RMB74.8 million for the six months ended June 30, 2024. Our gross profit margin decreased from 38.1% for the six months ended June 30, 2023 to 36.6% for the six months ended June 30, 2024, primarily as our revenue decreased in the first half of 2024 while our cost of sales reduced at a slower pace than that of our revenue as we have certain fixed costs, including depreciation and amortization, office and property management expenses, for business operations.

---

## FINANCIAL INFORMATION

---

### *Selling and Distribution Expenses*

Our selling and distribution expenses increased by 13.3% from RMB20.2 million for the six months ended June 30, 2023 to RMB22.9 million for the six months ended June 30, 2024, primarily due to the increase in advertising and promotion expenses as a result of our proactive branding and marketing efforts to enhance our competitiveness in the industry.

### *Administrative Expenses*

Our administrative expenses decreased by 10.6% from RMB16.2 million for the six months ended June 30, 2023 to RMB14.5 million for the six months ended June 30, 2024, primarily due to a decrease of RMB2.4 million in staff costs as we did not accrue annual bonus in the first half of 2024 based on our evaluation on the business performance of 2024.

### *Research and Development Expenses*

Our research and development expenses remained relatively stable at RMB3.3 million for the six months ended June 30, 2024, compared to RMB3.4 million for the six months ended June 30, 2023.

### *Other Expenses*

Our other expenses decreased by 23.3% from RMB0.8 million for the six months ended June 30, 2023 to RMB0.6 million for the six months ended June 30, 2024, primarily due to a decrease of RMB0.2 million in losses on disposal of property, plant and equipment.

### *Finance Costs*

Our finance costs remained relatively stable at RMB2.8 million for the six months ended June 30, 2024, compared to RMB2.7 million for the six months ended June 30, 2023.

### *Fair Value Losses on Redeemable Preference Shares*

Our fair value losses on redeemable preference shares decreased from RMB1.5 million for the six months ended June 30, 2023 to RMB0.2 million for the six months ended June 30, 2024, which was primarily caused by changes in fair value of our redeemable preference shares.

---

## FINANCIAL INFORMATION

---

### *Net Other Income and Gains or Losses*

Our net other income and gains or losses increased by 80.2% from RMB1.8 million for the six months ended June 30, 2023 to RMB3.2 million for the six months ended June 30, 2024, primarily attributable to (i) gain arising from lease modification of RMB0.5 million in the first half of 2024, as a result of the shortened lease terms and decreased GFA of properties we leased; (ii) the increase in government grants of RMB0.3 million for the six months ended June 30, 2024, mainly in relation to certain local government grants received to encourage enterprises to retain employees and support vulnerable populations; and (iii) the decrease in impairment of trade receivables and other receivables of RMB0.2 million.

### *Income Tax Expense*

Our income tax expense decreased by 23.2% from RMB6.0 million for the six months ended June 30, 2023 to RMB4.6 million for the six months ended June 30, 2024, primarily due to the decrease in profit before tax.

### *Profit for the Period*

As a result of the foregoing, our profit for the period decreased from RMB32.3 million for the six months ended June 30, 2023 to RMB29.2 million for the six months ended June 30, 2024. Our net profit margin, which represents profit for the period as a percentage of revenue, decreased from 15.2% for the six months ended June 30, 2023 to 14.3% for the six months ended June 30, 2024.

## **Year Ended December 31, 2023 Compared to Year Ended December 31, 2022**

### *Revenue*

Our revenue increased by 7.9% from RMB409.4 million for the year ended December 31, 2022 to RMB441.8 million for the year ended December 31, 2023, primarily attributable to the increase in revenue generated from our general dentistry services and implantology services.

### *General Dentistry Services*

Revenue from our general dentistry services increased by 11.6% from RMB212.5 million for the year ended December 31, 2022 to RMB237.1 million for the year ended December 31, 2023, which was primarily attributable to (i) increased porcelain crown cases in 2023, the price of which was relatively higher than general dentistry services using other consumables; and (ii) the increased number of customer visits of oral surgery, oral medicine and prosthodontics services, mainly as a result of the organic growth of our existing dental institutions benefiting from the resumed offline activities after the COVID-19 pandemic.

---

## FINANCIAL INFORMATION

---

### *Implantology Services*

Revenue from our provision of implantology services increased from RMB116.7 million for the year ended December 31, 2022 to RMB123.0 million for the year ended December 31, 2023, which was primarily attributable to the significantly increased customer visits of our implantology services triggered by the stimulated demands for implantology services following the implementation of national centralized procurement policies. Such increase was to certain extent offset by our pricing adjustment on implantology services in the middle of 2023 in response to the implementation of national centralized procurement policies.

### *Orthodontics Services*

Our revenue from orthodontics services increased by 2.0% from RMB80.2 million for the year ended December 31, 2022 to RMB81.8 million for the year ended December 31, 2023, primarily attributable to increase in the number of customer visits of our orthodontics services as a result of the resumed offline activities after the COVID-19 pandemic.

### *Cost of Sales*

Our cost of sales increased by 4.8% from RMB261.0 million for the year ended December 31, 2022 to RMB273.6 million for the year ended December 31, 2023, primarily due to (i) an increase of RMB10.2 million in staff costs, in line with the expansion of our dental service network in 2023; and (ii) an increase of RMB3.7 million in consumables and customized products as a result of increase of our customer visits.

### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 13.3% from RMB148.5 million for the year ended December 31, 2022 to RMB168.2 million for the year ended December 31, 2023. Our gross profit margin increased from 36.3% for the year ended December 31, 2022 to 38.1% for the year ended December 31, 2023, primarily due to the increase of our revenue outpaced the increase of our cost of sales in 2023 as we benefit from the improvement of our operational efficiency.

### *Selling and Distribution Expenses*

Our selling and distribution expenses increased by 7.1% from RMB41.7 million for the year ended December 31, 2022 to RMB44.7 million for the year ended December 31, 2023, primarily due to an increase of RMB2.7 million in advertising and promotion expenses as a result of our proactive branding and marketing efforts to enhance our competitiveness in the industry.

### *Administrative Expenses*

Our administrative expenses remained relatively stable at RMB32.5 million for the year ended December 31, 2023 compared to RMB34.0 million for the year ended December 31, 2022.

---

## FINANCIAL INFORMATION

---

### *Research and Development Expenses*

Our research and development expenses increased by 3.1% from RMB6.6 million for the year ended December 31, 2022 to RMB6.8 million for the year ended December 31, 2023, primarily due to an increase of RMB0.2 million in staff costs as a result of the increase of our research and development projects.

### *Other Expenses*

Our other expenses decreased from RMB2.2 million for the year ended December 31, 2022 to RMB1.9 million for the year ended December 31, 2023, primarily attributable to the decrease in losses on disposal of property, plant and equipment.

### *Finance Costs*

Our finance costs decreased by 17.5% from RMB6.7 million for the year ended December 31, 2022 to RMB5.5 million for the year ended December 31, 2023, primarily due to a decrease of RMB1.0 million in interest on lease liabilities as a result of our negotiation with the lessors to reduce the rental payments.

### *Fair Value Losses on Redeemable Preference Shares*

Our fair value losses on redeemable preference shares increased from RMB1.3 million for the year ended December 31, 2022 to RMB2.3 million for the year ended December 31, 2023, which was primarily caused by changes in fair value of our redeemable preference shares.

### *Net Other Income and Gains or Losses*

Our net other income and gains or losses decreased by 40.8% from RMB7.5 million for the year ended December 31, 2022 to RMB4.5 million for the year ended December 31, 2023, primarily as (i) we did not record gain on disposal of subsidiaries for the year ended December 31, 2023; and (ii) government grants decreased by RMB1.0 million for the year ended December 31, 2023, primarily as certain government grants in relation to COVID-19 pandemic discontinued in 2023.

### *Income Tax Expense*

Our income tax expense significantly increased from RMB7.1 million for the year ended December 31, 2022 to RMB11.9 million for the year ended December 31, 2023, primarily due to the increase in profit before tax.

### *Profit for the Year*

As a result of the foregoing, our net profit increased from RMB56.5 million for the year ended December 31, 2022 to RMB67.0 million for the year ended December 31, 2023. Our net profit margin increased from 13.8% for the year ended December 31, 2022 to 15.2% for the year ended December 31, 2023.



---

## FINANCIAL INFORMATION

---

### Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

#### *Revenue*

Our revenue increased by 7.5% from RMB380.8 million for the year ended December 31, 2021 to RMB409.4 million for the year ended December 31, 2022, primarily attributable to the increase in revenue generated from orthodontics services, implantology services and general dentistry services.

#### *General Dentistry Services*

Revenue from general dentistry services increased by 4.3% from RMB203.8 million for the year ended December 31, 2021 to RMB212.5 million for the year ended December 31, 2022, which was primarily attributable to the increase in the average prices of our general dentistry services, as a result of our disposal of eight dental institutions, prices of general dentistry services of which were relatively low. This was partially offset by the slight decrease in the number of customer visits.

#### *Implantology Services*

Revenue from implantology services increased by 8.3% from RMB107.8 million for the year ended December 31, 2021 to RMB116.7 million for the year ended December 31, 2022, which was primarily due to the increase of customer visits to implantology services provided by dental institutions in Wuhan, where we opened five new dental institutions in 2022.

#### *Orthodontics Services*

Revenue from orthodontics services increased by 16.0% from RMB69.2 million for the year ended December 31, 2021 to RMB80.2 million for the year ended December 31, 2022, primarily attributable to increase in the number of customer visits to our orthodontics services and the increase in customers that purchased clear aligner orthodontics services, the price of which is generally higher than orthodontics services using other consumables.

#### *Cost of Sales*

Our cost of sales decreased by 5.7% from RMB276.9 million for the year ended December 31, 2021 to RMB261.0 million for the year ended December 31, 2022, primarily due to (i) a decrease of RMB4.4 million in staff costs mainly due to our disposal of eight dental institutions in 2022 and the decrease in staff costs paid to employees of our dental institutions in Jingzhou, Hubei province, as we streamlined the structure of those dental institutions as part of our integration efforts after acquisition; (ii) a decrease of RMB4.1 million in costs of consumables and customized products attributable to our growing bargaining power and our dedicated efforts in centralizing procurement process and (iii) a decrease of RMB3.6 million in our depreciation and amortization as a result of our disposal of eight dental institutions.

---

## FINANCIAL INFORMATION

---

### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 42.9% from RMB103.9 million for the year ended December 31, 2021 to RMB148.5 million for the year ended December 31, 2022. Our gross profit margin increased from 27.3% for the year ended December 31, 2021 to 36.3% for the year ended December 31, 2022, primarily due to (i) less costs incurred following our disposal of eight dental institutions in 2022 and our growing bargaining power and dedicated efforts in centralizing procurement process; (ii) reduced staff costs for employees of certain dental institutions in Jingzhou, Hubei province as we streamlined their structure as part of our integration efforts; and (iii) decreased rental payment for certain dental institutions in Wuhan, Hubei province benefiting from our negotiation with the lessors to reduce rental payments.

### *Selling and Distribution Expenses*

Our selling and distribution expenses increased by 19.7% from RMB34.9 million for the year ended December 31, 2021 to RMB41.7 million for the year ended December 31, 2022, primarily due to an increase of RMB8.3 million in advertising and promotion expenses as a result of our engagements of marketing and promotion services providers to enhance our brand awareness and promote our dental services.

### *Administrative Expenses*

Our administrative expenses increased by 6.1% from RMB32.0 million for the year ended December 31, 2021 to RMB34.0 million for the year ended December 31, 2022, primarily due to (i) an increase of RMB1.5 million in staff costs primarily due to the increase in annual bonus we paid to our management and administrative personnel in 2022; and (ii) an increase of RMB1.2 million in consultation and professional service expenses in relation to new consultation services we procured from a third-party professional consulting firm in late 2021 for the improvement of our business operations.

### *Research and Development Expenses*

Our research and development expenses remained relatively stable at RMB6.6 million for the year ended December 31, 2022 compared to RMB6.8 million for the year ended December 31, 2021.

### *Other Expenses*

Our other expenses remained relatively stable at RMB2.2 million for the year ended December 31, 2022 compared to RMB2.1 million for the year ended December 31, 2021.

---

## FINANCIAL INFORMATION

---

### *Finance Costs*

Our finance costs decreased from RMB8.4 million for the year ended December 31, 2021 to RMB6.7 million for the year ended December 31, 2022, primarily due to the decrease of RMB1.4 million in interest on lease liabilities as a result of our negotiation with the lessors to reduce the rental payments.

### *Fair Value Losses on Redeemable Preference Shares*

Our fair value losses on redeemable preference shares decreased from RMB3.7 million for the year ended December 31, 2021 to RMB1.3 million for the year ended December 31, 2022, which was primarily caused by changes in fair value of our redeemable preference shares.

### *Net Other Income and Gains or Losses*

Our net other income and gains or losses increased significantly from RMB3.6 million for the year ended December 31, 2021 to RMB7.5 million for the year ended December 31, 2022, primarily because (i) the increase in gain on disposal of subsidiaries of RMB1.6 million in relation to our disposal of certain subsidiaries in 2022; and (ii) the increase of income and fair value gains from wealth management products mainly as a result of more investment income from wealth management products of RMB1.5 million, due to our increased investment in wealth management products issued by commercial banks and other authorized financial institutions based on our evaluation on the market condition and pursuant to our investment strategy in wealth management products.

### *Income Tax Expense*

Our income tax expense increased from RMB4.9 million for the year ended December 31, 2021 to RMB7.1 million for the year ended December 31, 2022, primarily due to the increase in profit before tax.

### *Profit for the Year*

As a result of the foregoing, our net profit significantly increased from RMB14.7 million for the year ended December 31, 2021 to RMB56.5 million for the year ended December 31, 2022. Our net profit margin increased from 3.9% for the year ended December 31, 2021 to 13.8% for the year ended December 31, 2022.

## FINANCIAL INFORMATION

### DISCUSSION OF CERTAIN KEY ITEMS FROM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our financial position as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
<b>Non-current assets:</b>				
Right-of-use assets . . . . .	163,181	110,024	99,216	115,905
Property, plant and equipment . . . . .	99,368	76,580	74,256	71,932
Goodwill . . . . .	63,090	63,090	63,090	63,090
Prepayment, other receivables and other assets . . . . .	7,119	4,878	3,909	4,576
Other intangible assets . . . . .	1,708	2,328	2,020	1,888
Deferred tax assets . . . . .	1,103	786	594	1,241
Contingent consideration . . . .	2,390	–	–	–
<b>Total non-current assets . . .</b>	<b>337,959</b>	<b>257,686</b>	<b>243,085</b>	<b>258,632</b>
<b>Current assets:</b>				
Cash and cash equivalents . . .	134,911	177,970	227,083	243,389
Prepayments, other receivables and other assets . . . . .	5,248	12,867	8,586	10,317
Trade receivables . . . . .	5,501	3,751	6,548	6,747
Inventories . . . . .	8,118	6,127	5,709	4,663
Contingent consideration . . . .	–	976	–	–
Financial assets at fair value through profit or loss . . . . .	32,727	117	–	–
<b>Total current assets . . . . .</b>	<b>186,505</b>	<b>201,808</b>	<b>247,926</b>	<b>265,116</b>
<b>Current liabilities:</b>				
Redeemable preference shares . . . . .	–	–	112,781	112,985
Contract liabilities . . . . .	52,101	49,510	52,897	45,657
Lease liabilities . . . . .	39,625	34,434	32,488	30,605
Other payables and accruals . .	30,805	24,489	29,086	25,759
Trade payables . . . . .	19,923	18,014	17,298	17,514
Tax payables . . . . .	1,942	1,198	3,658	3,422
Interest-bearing bank borrowings . . . . .	10,015	–	–	–
<b>Total current liabilities . . . .</b>	<b>154,411</b>	<b>127,645</b>	<b>248,208</b>	<b>235,942</b>
<b>Net current assets/(liabilities) . . . . .</b>	<b>32,094</b>	<b>74,163</b>	<b>(282)</b>	<b>29,174</b>
<b>Total assets less current liabilities . . . . .</b>	<b>370,053</b>	<b>331,849</b>	<b>242,803</b>	<b>287,806</b>

## FINANCIAL INFORMATION

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
<b>Non-current liabilities:</b>				
Lease liabilities . . . . .	127,001	77,401	69,197	89,486
Contract liabilities . . . . .	1,882	1,728	2,099	1,820
Deferred tax liabilities . . . . .	198	421	355	134
Redeemable preference shares . . . . .	109,114	110,450	—	—
<b>Total non-current liabilities.</b>	<b>238,195</b>	<b>190,000</b>	<b>71,651</b>	<b>91,440</b>
<b>Total liabilities . . . . .</b>	<b>392,606</b>	<b>317,645</b>	<b>319,859</b>	<b>327,382</b>
<b>Net assets . . . . .</b>	<b>131,858</b>	<b>141,849</b>	<b>171,152</b>	<b>196,366</b>

### Trade Receivables

Trade receivables mainly represent (i) amounts due from the public medical insurance programs for certain dental services provided by our dental institutions that are Medical Insurance Designated Medical Institutions; and (ii) trade receivables from third party e-commerce platforms which are normally settled within two weeks. Our trade receivables are non-interest-bearing.

Customers are able to choose to pay to our dental institutions in cash, online payments via third-party platforms, such as WeChat Pay or Alipay, debit cards or credit cards. Besides, customers can choose to rely on public medical insurance programs to pay for dental services provided by Medical Insurance Designated Medical Institutions eligible for public medical insurance programs. Our customers generally prepay fees for our dental services, except for some transactions paid through public medical insurance programs, which are trade credit. Depending on the relevant practice with respect to public medical insurance programs, local medical insurance bureaus are generally responsible for the reimbursement of medical fees covered by the public medical insurance programs in the following one month since the relevant dental services are rendered. See “Business — Our Customers — Public Medical Insurance” for details of reimbursement mechanism and revenue recognition of medical fees under the public medical insurance programs.

The following table sets forth our trade receivables as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Trade receivables . . . . .	5,793	3,948	6,896	7,108
Less: provision for impairment of trade receivables . . . . .	(292)	(197)	(348)	(361)
<b>Net carrying amount . . . . .</b>	<b>5,501</b>	<b>3,751</b>	<b>6,548</b>	<b>6,747</b>

## FINANCIAL INFORMATION

Our trade receivables decreased from RMB5.5 million as of December 31, 2021 to RMB3.8 million as of December 31, 2022, primarily due to our disposal of eight dental institutions in 2022. Our trade receivables increased from RMB3.8 million as of December 31, 2022 to RMB6.5 million as of December 31, 2023, primarily due to the increase in our settlement through public medical insurance programs in 2023. Our trade receivables remained relatively stable at RMB6.5 million as of December 31, 2023 and RMB6.7 million as of June 30, 2024, respectively.

We perform an impairment analysis at the end of each reporting period using a provision matrix to measure ECLs for trade receivables. The provision rates are based on the aging of trade receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each reporting period about past events, current conditions and forecasts of future economic conditions. We recorded provision for impairment of trade receivables of RMB0.3 million, RMB0.2 million, RMB0.3 million and RMB0.4 million as of December 31, 2021, 2022 and 2023 and June 30, 2024, respectively. The increase of our impairment of trade receivables in 2023 and the first half of 2024 was mainly caused by the increase in our trade receivables balances.

The following table sets forth aging analysis of trade receivables, based on transaction date and net of loss allowance, as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Within three months . . . . .	4,948	3,615	6,124	6,609
Three months to six months . . . . .	368	133	311	43
Six months to one year . . . . .	141	3	49	91
One year to two years . . . . .	44	–	64	4
<b>Total . . . . .</b>	<b>5,501</b>	<b>3,751</b>	<b>6,548</b>	<b>6,747</b>

Our trade receivables aging within three months increased from RMB3.6 million as of December 31, 2022 to RMB6.1 million as of December 31, 2023 and further increased to RMB6.6 million as of June 30, 2024, primarily due to the increase of dental services covered by local medical insurance bureaus, following the expansion of dental service coverage under the public medical insurance programs in 2023 and the first half of 2024.

## FINANCIAL INFORMATION

We calculate the trade receivables turnover days using the average of the opening and ending trade receivables balances for the period, divided by revenue for the relevant period, multiplied by the number of days in the relevant period (365 days for each of the years ended December 31, 2021, 2022 and 2023 and 183 days for the six months ended June 30, 2024). The following table sets forth the number of our trade receivables turnover days for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
	Trade receivables turnover days . . . . .	6	4	4

As our customers generally prepay fees for our dental services except for transactions paid through public medical insurance programs or third-party e-commerce platforms, our trade receivables turnover days were relatively short during the Track Record Period. Our trade receivables turnover days decreased from six days in 2021 to four days in 2022, primarily due to the decrease in trade receivable balances as of December 31, 2022 as a result of disposal of eight dental institutions in 2022. Our trade receivables turnover days remained stable at four days in 2022 and 2023, respectively. Our trade receivables turnover days increased to six days for the six months ended June 30, 2024, primarily due to the increase in trade receivable balances.

As of September 30, 2024, RMB6.6 million, or approximately 93.5% of our trade receivables as of June 30, 2024 were subsequently settled.

### Prepayments, Other Receivables and Other Assets

The current portion of our prepayments, other receivables and other assets primarily comprise (i) other receivables, mainly representing (a) amounts due from certain minority shareholders of our dental institutions and Hefei Dazhong Dental Co., Ltd. to meet their capital demands during daily operations, which were interest free and had been fully settled as of September 30, 2024, and (b) petty cash advance to our employees for business purpose, as well as consideration receivable from our disposal of equity interests and subsidiaries; (ii) our prepayments to suppliers of marketing services, consulting services and dental materials, as well as property management service suppliers for the property management fees of our short-term leases; (iii) rental deposits, representing deposits we paid to lessors for our leases with a term of within one year; and (iv) receivables for contingent consideration arrangements, representing receivables from transferors of dental institutions as certain acquired dental institutions failed to meet the operational targets subsequent to the acquisitions. The non-current portion of our prepayments, other receivables and other assets primarily comprise (i) rental deposits, representing deposits we paid for our leases with a term of over one year; and (ii) prepayment of property, plant and equipment, representing our prepayments to dental equipment suppliers. We maintain strict control over our outstanding receivables to minimize credit risk. Overdue balances are reviewed regularly by our senior management. We do not hold any collateral or other credit enhancements over our deposits and other receivable balances.

## FINANCIAL INFORMATION

The following table sets forth our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
<b>Current</b>				
Other receivables . . . . .	1,426	8,459	2,930	6,366
Prepayments . . . . .	3,171	3,521	3,578	3,208
Rental deposits . . . . .	710	936	1,137	823
Receivables for contingent consideration arrangements . . . . .	—	—	1,000	—
<b>Sub-total</b> . . . . .	<b>5,307</b>	<b>12,916</b>	<b>8,645</b>	<b>10,397</b>
<b>Non-current</b>				
Rental deposits . . . . .	6,375	4,599	3,897	4,363
Prepayment of property, plant and equipment . . . . .	744	279	12	213
<b>Sub-total</b> . . . . .	<b>7,119</b>	<b>4,878</b>	<b>3,909</b>	<b>4,576</b>
<b>Impairment allowance</b> . . . . .	<b>(59)</b>	<b>(49)</b>	<b>(59)</b>	<b>(80)</b>
<b>Total</b> . . . . .	<b>12,367</b>	<b>17,745</b>	<b>12,495</b>	<b>14,893</b>

Our prepayments, other receivables and other assets increased from RMB12.4 million as of December 31, 2021 to RMB17.7 million as of December 31, 2022, primarily due to an increase of RMB7.0 million in other receivables mainly caused by consideration receivable from our disposal of equity interests of certain dental institutions in 2022. Such increase was partially offset by a decrease of RMB1.6 million in rental deposits caused by our disposal of eight dental institutions in 2022.

Our prepayments, other receivables and other assets decreased from RMB17.7 million as of December 31, 2022 to RMB12.5 million as of December 31, 2023, primarily due to a decrease of RMB5.5 million in other receivables as we received the consideration from the transferee for our disposal of equity interests in certain dental institutions.

Our prepayments, other receivables and other assets increased from RMB12.5 million as of December 31, 2023 to RMB14.9 million as of June 30, 2024, primarily due to an increase of RMB3.4 million in other receivables caused by the increase in amounts due from certain minority shareholders of our dental institutions, partially offset by the decrease of RMB1.0 million in receivables for contingent consideration arrangements.



## FINANCIAL INFORMATION

### Inventories

Our inventories primarily comprise medical consumables for our dental services. The following table sets forth our inventories as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Medical consumables . . . . .	<u>8,118</u>	<u>6,127</u>	<u>5,709</u>	<u>4,663</u>
<b>Total</b> . . . . .	<b><u>8,118</u></b>	<b><u>6,127</u></b>	<b><u>5,709</u></b>	<b><u>4,663</u></b>

Our inventories decreased from RMB8.1 million as of December 31, 2021 to RMB6.1 million as of December 31, 2022 and further decreased to RMB5.7 million as of December 31, 2023. Our inventories decreased from RMB5.7 million as of December 31, 2023 to RMB4.7 million as of June 30, 2024. Such continuous decrease was mainly due to more efficient inventory consumption and optimized inventory composition as a result of our effective inventory management measures.

We have implemented a strict inventory management system at our headquarters level to monitor the procurement, storage and distribution of inventories. We typically conduct monthly reviews on inventories to check the medical consumables on hand against the records in our information technology systems. We track, determine and record reasons for any identified discrepancy to keep accurate inventory records. Our headquarters timely review our inventory balance and turnover status, and remind the relevant dental institutions of any identified issues. See “Business — Inventory Management” for details of our inventory management policies. We periodically assess the impairment on our inventories. In particular, we review our inventories at the end of each accounting period and timely utilize the relevant inventories before the expiration date. As of December 31, 2021, 2022 and 2023 and June 30, 2024, we did not recognize any impairment loss on our inventories.

We calculate the inventory turnover days using the average of the opening and ending inventory balances for the period, divided by cost of sales for the relevant period, multiplied by the number of days in the relevant period (365 days for each of the years ended December 31, 2021, 2022 and 2023 and 183 days for the six months ended June 30, 2024). The following table sets forth the number of our inventory turnover days for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
Inventory turnover days . . . . .	11	10	8	7

---

## FINANCIAL INFORMATION

---

Our inventory turnover days decreased from 11 days in 2021 to 10 days in 2022. Our inventory turnover days decreased from 10 days in 2022 to eight days in 2023 and further to seven days for the six months ended June 30, 2024. Such decrease throughout the Track Record Period was primarily attributable to the decrease in our inventory balance and our improved inventory management.

As of September 30, 2024, RMB2.9 million, or approximately 61.8% of our inventories as of June 30, 2024 had been utilized or sold.

### **Contingent Consideration**

Our contingent consideration represents receivables from certain Independent Third Party transferors under our dental institution acquisition agreements signed in 2019. Pursuant to such acquisition agreements, we are entitled to the compensation by transferors based on the valuation adjustment mechanism when the acquired dental institutions failed to meet the operational targets in three years subsequent to the acquisitions. Our management reassessed the fair value of the contingent consideration as of December 31, 2021 and December 31, 2022, concluded that the fair value change was recognized in profit or loss. For details, please see Note 19 to the Accountants' Report included in Appendix I to this document. Our receivables for contingent consideration arrangement was RMB2.4 million, RMB1.0 million, nil and nil, as of December 31, 2021, 2022, 2023 and June 30, 2024, respectively. The fair value of such contingent consideration amounted to RMB2.2 million as of the acquisition date and has been included in contingent consideration on the consolidated statements of financial position. Our management has reassessed the fair value of the contingent consideration as of December 31, 2021 and 2022, concluded that the fair value change was recognized in profit or loss.

### **Financial Assets at Fair Value through Profit or Loss**

Our financial assets at fair value through profit or loss included (i) wealth management products at fair value we purchased; and (ii) the unlisted equity investments at fair value, in relation to our equity investments in Hefei Dazhong Dental Co., Ltd. from May 2022 to April 2023, during which we held 10% equity interest in such company. Such unlisted equity investments were classified as financial assets at fair value through profit or loss as our Group have not elected to recognize the fair value gain or loss through other comprehensive income.

### ***Our Internal Measures on Investment on Wealth Management Products***

As part of our treasury management, during the Track Record Period, we purchased and held several wealth management products issued by several commercial banks and other authorized financial institutions in China, with expected return rates ranging from 1.65% to 4.40% per annum. Such wealth management products are generally redeemable on demand and non-principal-guaranteed. We managed and evaluated the performance of our investments on wealth management products in accordance with our internal risk management and investment strategies.

---

## FINANCIAL INFORMATION

---

We have established criteria and internal policies in assessing, purchasing and managing the wealth management products. Under our investment policies, we are prohibited from investing in high-risk products and the proposed investment must not interfere with our business operations or capital expenditure. As of the Latest Practicable Date, our investment decisions did not deviate from our investment policies. We believe that our internal policies and the related risk management mechanism are adequate. We may invest in wealth management products and time deposits in consistent with our investment policy, after consultation with and approval by our Board where we believe it is prudent to do so after the [REDACTED].

We recorded financial assets at fair value through profit or loss of RMB32.7 million as of December 31, 2021 in relation to wealth management products at fair value. We recorded financial assets at fair value through profit or loss of RMB0.1 million as of December 31, 2022 in relation to unlisted equity investments at fair value, representing our investments in the minority equity interests in Hefei Dazhong Dental Co., Ltd..

### Cash and Cash Equivalents

Our cash and cash equivalents consist of cash and bank balances we maintained. All of our cash and cash equivalents during the Track Record Period were denominated in Renminbi. During the Track Record Period, we did not have any restricted cash deposits.

During the Track Record Period, our cash and cash equivalents experienced continuous increase. Our cash and cash equivalents increased from RMB134.9 million as of December 31, 2021 to RMB178.0 million as of December 31, 2022, and further increased to RMB227.1 million as of December 31, 2023. Our cash and cash equivalents further increased to RMB243.4 million as of June 30, 2024. The continuous increase in our cash and cash equivalents was mainly due to the continuous operating cash inflow.

### Right-of-use Assets

Our right-of-use assets consist of dental institution and office premises. We recognize right-of-use assets at the commencement date of the lease, which is the date when the underlying asset is available for use. We measure right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets. For details of the accounting policy of right-of-use assets, see Note 2.3 to the Accountants' Report included in Appendix I to this document.

## FINANCIAL INFORMATION

Our right-of-use assets decreased by 32.6% from RMB163.2 million as of December 31, 2021 to RMB110.0 million as of December 31, 2022, primarily due to (i) the depreciation charge of RMB39.0 million; and (ii) the disposal of subsidiaries of RMB19.6 million as a result of our disposal of certain subsidiaries in 2022. Our right-of-use assets decreased by 9.8% from RMB110.0 million as of December 31, 2022 to RMB99.2 million as of December 31, 2023, primarily due to the depreciation charge of RMB37.5 million. Our right-of-use assets increased from RMB99.2 million as of December 31, 2023 to RMB115.9 million as of June 30, 2024, primarily due to the additions of RMB39.8 million mainly as we entered into new lease agreements in the first half of 2024.

### Property, Plant and Equipment

Our property, plant and equipment consist of (i) leasehold improvements; (ii) buildings; (iii) medical equipment; (iv) furniture and fixtures; (v) construction in progress, mainly in relation to our construction and renovation of dental institutions; and (vi) motor vehicles. The following table sets forth a breakdown of the net carrying amount of our property, plant and equipment as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Leasehold improvements . . . .	32,943	25,266	21,062	22,924
Buildings . . . . .	20,129	19,299	21,720	21,305
Medical equipment . . . . .	33,035	24,243	22,797	19,538
Furniture and fixtures . . . . .	8,648	6,838	5,827	5,167
Construction in progress . . . .	3,797	358	2,430	2,425
Motor vehicles . . . . .	816	576	420	573
<b>Total . . . . .</b>	<b>99,368</b>	<b>76,580</b>	<b>74,256</b>	<b>71,932</b>

Our property, plant and equipment decreased by 22.9% from RMB99.4 million as of December 31, 2021 to RMB76.6 million as of December 31, 2022, primarily due to (i) a decrease of RMB8.8 million in net carrying amount of medical equipment; and (ii) a decrease of RMB7.7 million in net carrying amount of leasehold improvements, both of which were mainly caused by our disposal of eight dental institutions in 2022.

Our property, plant and equipment remained relatively stable at RMB74.3 million as of December 31, 2023, compared to RMB76.6 million as of December 31, 2022.

Our property, plant and equipment slightly decreased from RMB74.3 million as of December 31, 2023 to RMB71.9 million as of June 30, 2024, primarily due to a decrease of RMB3.3 million in net carrying amount of medical equipment caused by depreciation.

## FINANCIAL INFORMATION

### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of our previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. For details of the accounting policy of goodwill, see Note 2.3 to the Accountants’ Report included in Appendix I to this document.

The carrying value of our goodwill remained stable at RMB63.1 million as of December 31, 2021, 2022 and 2023 and June 30, 2024, respectively.

During the Track Record Period, we did not record impairment loss on our goodwill. For details of key assumptions used on impairment testing of our goodwill, see Note 15 to the Accountants’ Report included in Appendix I to this document.

### Other Intangible Assets

Our other intangible assets comprise software. The following table sets forth our intangible assets as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Software . . . . .	1,708	2,328	2,020	1,888
<b>Total</b> . . . . .	<b>1,708</b>	<b>2,328</b>	<b>2,020</b>	<b>1,888</b>

Our intangible assets increased from RMB1.7 million as of December 31, 2021 to RMB2.3 million as of December 31, 2022, primarily attributable to additions of software of RMB0.9 million as a result of our deployment of information technology systems, WeChat mini programs and office software. Our other intangible assets decreased by 13.2% from RMB2.3 million as of December 31, 2022 to RMB2.0 million as of December 31, 2023 and further to RMB1.9 million as of June 30, 2024, primarily due to the amortization of software.

### Trade Payables

Our trade payables primarily represent outstanding amounts due to our suppliers of medical consumables, medical devices, pharmaceuticals and marketing services. Our trade payables are non-interest-bearing and are normally settled in approximately 30 to 90 days.

Our trade payables decreased from RMB19.9 million as of December 31, 2021 to RMB18.0 million as of December 31, 2022, mainly due to our settlement with suppliers of medical consumables. Our trade payables remained relatively stable as of December 31, 2022 and 2023 and June 30, 2024, amounting to RMB18.0 million, RMB17.3 million and RMB17.5 million as of the same dates, respectively.

## FINANCIAL INFORMATION

The following table sets forth an aging analysis of our trade payables, based on transaction dates, as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Within three months . . . . .	14,926	12,001	13,545	13,657
Three months to six months . . . . .	4,085	4,744	2,265	2,296
Six months to one year . . . . .	619	769	885	793
Over one year . . . . .	293	500	603	768
<b>Total . . . . .</b>	<b><u>19,923</u></b>	<b><u>18,014</u></b>	<b><u>17,298</u></b>	<b><u>17,514</u></b>

We calculate the trade payables turnover days using the average of the opening and ending trade payables balances for the period, divided by cost of sales for the relevant period, multiplied by the number of days in the relevant period (365 days for each of the years ended December 31, 2021, 2022 and 2023 and 183 days for the six months ended June 30, 2024). The following table sets forth the number of our trade payables turnover days for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
Trade payables turnover days . . . . .	31	27	24	25

Our trade payables turnover days decreased from 31 days for the year ended December 31, 2021 to 27 days for the year ended December 31, 2022 and further to 24 days for the year ended December 31, 2023. Such continuous decrease was primarily due to our streamlined payment procedure following our improved supplier management. Our trade payables turnover days remained relatively stable at 24 days for the year ended December 31, 2023 and 25 days for the six months ended June 30, 2024.

As of September 30, 2024, RMB14.1 million, or approximately 80.5% of our trade payables as of June 30, 2024 were subsequently settled.

Our Directors confirm that we had no material defaults in our trade payables during the Track Record Period and up to the Latest Practicable Date.

## FINANCIAL INFORMATION

### Other Payables and Accruals

Other payables and accruals primarily comprise (i) payroll payable, mainly representing the salaries, bonuses and other benefit expenses payable by us; (ii) advertising and promotion expense, mainly in relation to amounts payable by us to our advertising and promotion services providers; (iii) payable for purchasing of property, plant and equipment, mainly representing the amount payable by us to the suppliers of dental equipment and renovation materials; (iv) other tax payables, mainly representing withholding individual income tax, value-added tax and other taxes payable by us; (v) accruals, mainly representing accrued fees and other daily operation expenses, such as water and electricity expenses; and (vi) payable for acquisition of subsidiaries, mainly representing the consideration payable by us for our acquisition of dental institutions.

The following table sets forth our other payables and accruals as of the dates indicated:

	As of December 31,			As of
	2021	2022	2023	June 30, 2024
	<i>(RMB'000)</i>			
Payroll payable . . . . .	16,025	12,317	16,155	12,708
Payable for advertising and promotion . . . . .	582	3,469	3,712	4,798
Payable for purchasing of items of property, plant and equipment . . . . .	5,215	3,956	2,688	2,257
Other tax payables . . . . .	1,081	2,079	2,825	979
Accruals . . . . .	430	686	983	736
Payable for acquisition of subsidiaries . . . . .	5,641	551	837	15
Others <sup>(1)</sup> . . . . .	1,831	1,431	1,886	4,266
<b>Total</b> . . . . .	<b><u>30,805</u></b>	<b><u>24,489</u></b>	<b><u>29,086</u></b>	<b><u>25,759</u></b>

*Note:*

(1) Mainly representing rental and deposit payable to lessors, benefit expenses payable to our staff and other miscellaneous expenses payable by us.

Our other payables and accruals decreased by 20.5% from RMB30.8 million as of December 31, 2021 to RMB24.5 million as of December 31, 2022, primarily due to (i) a decrease of RMB5.1 million in payable for acquisition of subsidiaries mainly due to our payment of consideration for our acquisition of certain dental institutions in 2022; and (ii) a decrease of RMB3.7 million in payroll payable caused by the our disposal of eight dental institutions in 2022 and less staff costs paid to employees of certain dental institutions in Jingzhou, Hubei province as we streamlined their structure as part of our integration efforts, which was partially offset by the increase of RMB2.9 million in the payable for advertising and promotion in 2022. Our other payables and accruals increased by 18.8% from RMB24.5 million as of December 31, 2022 to RMB29.1 million as of December 31, 2023, primarily due to an

## FINANCIAL INFORMATION

increase of RMB3.8 million in payroll payable, mainly due to the increase of our employees in 2023, in line with the expansion of our dental service network in 2023. Our other payables and accruals decreased by 11.4% from RMB29.1 million as of December 31, 2023 to RMB25.8 million as of June 30, 2024, primarily due to (i) a decrease of RMB3.4 million in payroll payable mainly as we did not accrue annual bonus in the first half of 2024 based on our evaluation on the business performance of 2024; and (ii) a decrease of RMB1.8 million in other tax payables mainly caused by our payment of withholding individual income tax in the first half of 2024.

Our Directors confirm that we had no material defaults in our other payables and accruals during the Track Record Period and up to the Latest Practicable Date.

### Contract Liabilities

Contract liabilities represent the obligation of our Group to transfer services to our customer for which our Group has received consideration (or an amount of consideration is due) from the customer. Our contract liabilities during the Track Record Period consisted of advances received for orthodontics services and implantology services. The following table sets forth the details of our contract liabilities as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
<b>Orthodontics services</b>				
Current . . . . .	15,127	15,549	16,438	13,469
Non-current . . . . .	1,882	1,728	2,099	1,820
<b>Implantology services</b>				
Current . . . . .	36,974	33,961	36,459	32,188
<b>Total . . . . .</b>	<b><u>53,983</u></b>	<b><u>51,238</u></b>	<b><u>54,996</u></b>	<b><u>47,477</u></b>

Our contract liabilities decreased from RMB54.0 million as of December 31, 2021 to RMB51.2 million as of December 31, 2022, as a result of the decreased advances received from customers for implantology services in 2022, mainly caused by less demand from new customers for implantology services due to restricted offline activities during the COVID-19 pandemic in 2022. Our contract liabilities increased from RMB51.2 million as of December 31, 2022 to RMB55.0 million as of December 31, 2023, primarily due to more advances received from increased number of new customers for our implantology services in 2023 following the resumption of offline activities in 2023. Our contract liabilities decreased from RMB55.0 million as of December 31, 2023 to RMB47.5 million as of June 30, 2024, mainly due to our enhanced follow-ups reminding customers of timely follow-up visits to our dental institutions according to their implantology treatment plans since late 2023.



## FINANCIAL INFORMATION

### Lease Liabilities

Our lease liabilities mainly represent the amount to be paid by us as the lessee for the leases of premises of our dental institutions. The following table sets forth the carrying amount of our lease liabilities as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Non-current . . . . .	127,001	77,401	69,197	89,486
Current . . . . .	39,625	34,434	32,488	30,605
<b>Total . . . . .</b>	<b><u>166,626</u></b>	<b><u>111,835</u></b>	<b><u>101,685</u></b>	<b><u>120,091</u></b>

Our lease liabilities decreased from RMB166.6 million as of December 31, 2021 to RMB111.8 million as of December 31, 2022, primarily due to our payments of rental and our disposal of eight dental institutions in 2022, which was partially offset by our new leases for our newly established dental institutions. Our lease liabilities decreased from RMB111.8 million as of December 31, 2022 to RMB101.7 million as of December 31, 2023, primarily due to our payments of rent, which is offset by new leases for our newly established and acquired dental institutions in 2023. Our lease liabilities increased from RMB101.7 million as of December 31, 2023 to RMB120.1 million as of June 30, 2024, primarily due to our renewal of long-term leases in the first half of 2024.

For a maturity analysis of our lease liabilities, see Note 41 to the Accountants’ Report included in Appendix I to this document.

### Tax Payables

Our tax payables mainly represent enterprise income tax payable by us. Our tax payables decreased from RMB1.9 million as of December 31, 2021 to RMB1.2 million as of December 31, 2022, primarily due to our payment of income tax in 2022. Our tax payables increased from RMB1.2 million as of December 31, 2022 to RMB3.7 million as of December 31, 2023, primarily in line with the increase of our enterprise income tax. Our tax payables decreased from RMB3.7 million as of December 31, 2023 to RMB3.4 million as of June 30, 2024, primarily in line with the decrease of our enterprise income tax.

### Redeemable Preference Shares

Our redeemable preference shares represented shares we issued in connection with our Series A Investment and Series B Investment. See “— Consolidated Statements of Profit or Loss and Other Comprehensive Income — Fair Value Losses on Redeemable Preference Shares” for details. We have recognized the redeemable preference shares as a whole as financial liabilities carried at fair value through profit or loss. See “History, Development and Corporate Structure — [REDACTED] Investments — Special Rights” and Note 26 to the Accountants’ Report included in Appendix I to this document for details.

## FINANCIAL INFORMATION

As of December 31, 2023, the redeemable preference shares were presented by our management in current liabilities considering our Company’s obligation to redeem the share held by certain [REDACTED] investors, which were then terminated in September 2024. See “History, Development and Corporate Structure — [REDACTED] Investments — Special Rights.”

The following table sets forth the redeemable preference shares recorded as current liabilities and non-current liabilities as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Current . . . . .	–	–	112,781	112,985
Non-current . . . . .	109,114	110,450	–	–
<b>Total . . . . .</b>	<b><u>109,114</u></b>	<b><u>110,450</u></b>	<b><u>112,781</u></b>	<b><u>112,985</u></b>

All special rights granted to the investors of redeemable preference shares have been terminated in September 2024 and we did not have any redeemable preference shares as of September 30, 2024. For further information regarding the preference shares, see Note 26 to the Accountants’ Report in Appendix I to this document.

### NET CURRENT ASSETS

The table below sets forth our current assets, current liabilities and net current assets as of the dates indicated:

	As of December 31,			As of June 30,	As of September 30,
	2021	2022	2023	2024	2024
	<i>(RMB'000)</i>				<i>(Unaudited)</i>
<b>Current assets:</b>					
Cash and cash equivalents . . . . .	134,911	177,970	227,083	243,389	121,623
Prepayments, other receivables and other assets . . . . .	5,248	12,867	8,586	10,317	15,266
Trade receivables . . . . .	5,501	3,751	6,548	6,747	7,588
Inventories . . . . .	8,118	6,127	5,709	4,663	4,540
Contingent consideration . . . . .	–	976	–	–	–
Financial assets at fair value through profit or loss . . . . .	32,727	117	–	–	–
<b>Total current assets . . . . .</b>	<b><u>186,505</u></b>	<b><u>201,808</u></b>	<b><u>247,926</u></b>	<b><u>265,116</u></b>	<b><u>149,017</u></b>

## FINANCIAL INFORMATION

	As of December 31,			As of June 30,	As of September 30,
	2021	2022	2023	2024	2024
			<i>(RMB'000)</i>		<i>(Unaudited)</i>
<b>Current liabilities:</b>					
Redeemable preference shares . . . . .	–	–	112,781	112,985	–
Contract liabilities . . . . .	52,101	49,510	52,897	45,657	42,768
Lease liabilities . . . . .	39,625	34,434	32,488	30,605	23,329
Other payables and accruals . . . . .	30,805	24,489	29,086	25,759	73,773
Trade payables . . . . .	19,923	18,014	17,298	17,514	17,039
Tax payables . . . . .	1,942	1,198	3,658	3,422	3,847
Interest-bearing bank borrowings . . . . .	10,015	–	–	–	–
<b>Total current liabilities</b> .	<b>154,411</b>	<b>127,645</b>	<b>248,208</b>	<b>235,942</b>	<b>160,756</b>
<b>Net current   assets/(liabilities)</b> . . . .	<b>32,094</b>	<b>74,163</b>	<b>(282)</b>	<b>29,174</b>	<b>(11,739)</b>

We had net current liabilities of RMB11.7 million as of September 30, 2024, consisting of current assets of RMB149.0 million and current liabilities of RMB160.8 million, while we recorded net current assets of RMB29.2 million as of June 30, 2024. This was primarily due to (i) a decrease of RMB121.8 million in cash and cash equivalents as a result of the consideration we paid to redeem the shares held by certain [REDACTED] investors; and (ii) an increase of RMB48.0 million in other payables and accruals in relation to dividends payable approved by the Company’s shareholders in relation to the annual profit of 2023, which was announced in August 2024, which was partially offset by (i) a decrease of RMB113.0 million in redeemable preference shares as a result of our share repurchase from the shareholders of redeemable preference shares; (ii) a decrease of RMB7.3 million in lease liabilities due to our rental payments; and (iii) an increase of RMB4.9 million in prepayments, other receivables and other assets mainly as a result of capitalization of [REDACTED] expenses.

We had net current assets of RMB29.2 million as of June 30, 2024, consisting of current assets of RMB265.1 million and current liabilities of RMB235.9 million, while we recorded net current liabilities of RMB0.3 million as of December 31, 2023. This was primarily attributable to (i) an increase of RMB16.3 million in cash and cash equivalents as a result of the continuous operating cash inflow; (ii) a decrease of RMB7.2 million in contract liabilities mainly due to the decreased advances received from customers for our implantology services in the first half of 2024; and (iii) a decrease of RMB3.4 million in other payables and accruals mainly as a result of decreased payroll payable.

---

## FINANCIAL INFORMATION

---

We had net current liabilities of RMB0.3 million as of December 31, 2023, consisting of current assets of RMB247.9 million and current liabilities of RMB248.2 million, while we recorded net current assets of RMB74.2 million as of December 31, 2022. This was primarily due to (i) an increase of RMB112.8 million in redeemable preference shares considering our Company's obligation to redeem the share held by certain [REDACTED] investors, whose special rights were subsequently terminated in September 2024; (ii) an increase of RMB4.6 million in other payables and accruals due to the increase in payroll payable; and (iii) a decrease of RMB4.3 million in prepayments, other receivables and other assets. This was partially offset by an increase of RMB49.1 million in cash and cash equivalents as a result of the continuous operating cash inflow.

We had net current assets of RMB74.2 million as of December 31, 2022, consisting of current assets of RMB201.8 million and current liabilities of RMB127.6 million, which represented an increase of RMB42.1 million from our net current assets of RMB32.1 million as of December 31, 2021. This was primarily attributable to (i) an increase of RMB43.1 million in cash and cash equivalents as a result of the continuous operating cash inflow; and (ii) a decrease of RMB10.0 million in interest-bearing bank borrowings as a result of our repayment of bank borrowings. This was partially offset by (i) a decrease of RMB32.6 million in financial assets at fair value through profit or loss mainly due to our redemption of wealth management products; and (ii) a decrease of RMB2.0 million in inventories due to more efficient inventory consumption and optimized inventory composition as a result of our effective inventory management measures.

As of December 31, 2021, we had net current assets of RMB32.1 million, consisting of current assets of RMB186.5 million and current liabilities of RMB154.4 million. Our current assets as of December 31, 2021 primarily comprise (i) cash and cash equivalents of RMB134.9 million; (ii) financial assets at fair value through profit or loss of RMB32.7 million; and (iii) inventories of RMB8.1 million. Our current liabilities as of December 31, 2021 primarily comprise (i) contract liabilities of RMB52.1 million; (ii) lease liabilities of RMB39.6 million; (iii) other payables and accruals of RMB30.8 million; (iv) trade payables of RMB19.9 million; and (v) interest-bearing bank borrowings of RMB10.0 million.

## LIQUIDITY AND CAPITAL RESOURCES

Our business operations and expansion plans require a significant amount of capital, including cash and cash equivalents as well as other working capital requirements. Historically, we financed our capital expenditure and working capital requirements mainly through cash generated from operations, bank borrowings and [REDACTED] investments. As of December 31, 2021, 2022 and 2023 and June 30, 2024, we had cash and cash equivalents of RMB134.9 million, RMB178.0 million, RMB227.1 million and RMB243.4 million, respectively.

## FINANCIAL INFORMATION

### Cash Flows

The following table sets forth a summary of our cash flows during the Track Record Period:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
			(RMB'000)		
				(Unaudited)	
Net cash flows from operating activities . . . . .	124,334	119,926	148,999	76,696	45,434
Net cash flows (used in)/ from investing activities . . . . .	(86,012)	21,539	(16,789)	(7,625)	(6,218)
Net cash flows from/ (used in) financing activities . . . . .	<u>68,787</u>	<u>(98,406)</u>	<u>(83,097)</u>	<u>(19,494)</u>	<u>(22,910)</u>
Net increase in cash and cash equivalents . . . . .	107,109	43,059	49,113	49,577	16,306
Cash and cash equivalents at the beginning of the period . . . . .	<u>27,802</u>	<u>134,911</u>	<u>177,970</u>	<u>177,970</u>	<u>227,083</u>
<b>Cash and cash equivalents at the end of the period . . . . .</b>	<b><u>134,911</u></b>	<b><u>177,970</u></b>	<b><u>227,083</u></b>	<b><u>227,547</u></b>	<b><u>243,389</u></b>

### *Operating Activities*

Cash flows from operating activities consist of profit before income tax adjusted for certain non-cash or non-operating activities related items, primarily including depreciation of property, plant and equipment, depreciation of right-of-use assets, finance costs, share-based payments, loss on disposal of items of property, plant and equipment, investment income from wealth management products and COVID-19-related rent concessions from lessors, among others. We derive our cash inflow mainly from operating activities through (i) provision of general dentistry services; (ii) provision of implantology services; and (iii) provision of orthodontics services. Cash outflow from operating activities primarily comprises payments for procuring dental devices, pharmaceuticals and marketing services, employee benefit expenses, and other operating expenses incurred during our daily operations. We recorded net operating cash inflow throughout the Track Record Period.

---

## FINANCIAL INFORMATION

---

Our net cash generated from operating activities was RMB45.4 million for the six months ended June 30, 2024. This net cash inflow was primarily attributable to profit before tax of RMB33.9 million, as adjusted to reflect non-cash or non-operating items, which primarily comprise depreciation of right-of-use assets of RMB18.6 million, depreciation of property, plant and equipment of RMB9.6 million and finance costs of RMB2.8 million. These were partially offset by (i) a decrease in contract liabilities of RMB7.5 million; (ii) income tax paid of RMB5.7 million; and (iii) a decrease in other payables and accruals of RMB3.2 million.

Our net cash from operating activities was RMB149.0 million for the year ended December 31, 2023. This net cash inflow was attributable to (i) profit before tax of RMB78.9 million, as adjusted to reflect non-cash or non-operating items, which primarily comprise depreciation of right-of-use assets of RMB37.5 million, depreciation of property, plant and equipment of RMB23.1 million and finance costs of RMB5.5 million; (ii) an increase in other payables and accruals of RMB5.6 million; (iii) a decrease in prepayments, other receivables and other assets of RMB5.4 million; and (iv) an increase in contract liabilities of RMB3.8 million. These were partially offset by (i) income tax paid of RMB9.3 million; and (ii) an increase in trade receivables of RMB3.0 million.

Our net cash from operating activities was RMB119.9 million for the year ended December 31, 2022. This net cash inflow was primarily attributable to (i) profit before tax of RMB63.5 million, as adjusted to reflect non-cash or non-operating items, which principally included depreciation of right-of-use assets of RMB39.0 million, depreciation of property, plant and equipment of RMB24.0 million and finance costs of RMB6.7 million; and (ii) an increase in other payables and accruals of RMB4.5 million. These were partially offset by (i) income tax paid of RMB7.3 million; and (ii) an increase in prepayments, other receivables and other assets of RMB5.8 million.

Our net cash from operating activities was RMB124.3 million for the year ended December 31, 2021. This net cash inflow was primarily attributable to (i) profit before tax of RMB19.7 million, as adjusted to reflect non-cash or non-operating items, which principally included depreciation of right-of-use assets of RMB38.1 million, depreciation of property, plant and equipment of RMB24.5 million and finance costs of RMB8.4 million; (ii) an increase in contract liabilities of RMB23.3 million; and (iii) a decrease in prepayments, other receivables and other assets of RMB11.3 million. This net cash inflow was partially offset by (i) a decrease in trade payables of RMB7.0 million; and (ii) income tax paid of RMB5.3 million.

### *Investing Activities*

Our cash used in investing activities mainly comprises our cash used in purchases of items of property, plant and equipment, cash used in purchases of wealth management products, cash used in settlement of consideration for the acquisition of subsidiaries and cash used in purchase of other intangible assets. Our cash generated from investing activities mainly

---

## FINANCIAL INFORMATION

---

comprises proceeds from disposal of property, plant and equipment, proceeds from disposal of wealth management products, investment income from wealth management products, disposal of subsidiaries and partial disposal of interests in the subsidiaries without loss of control.

Our net cash used in investing activities was RMB6.2 million for the six months ended June 30, 2024. This net cash outflow was primarily due to (i) purchases of wealth management products of RMB135.0 million; (ii) purchases of property, plant and equipment of RMB9.2 million; and (iii) acquisition of subsidiaries of RMB0.8 million. This net cash outflow was partially offset by (i) proceeds from disposal of wealth management products of RMB136.5 million; and (ii) proceeds from disposal of property, plant and equipment of RMB1.3 million.

Our net cash used in investing activities was RMB16.8 million for the year ended December 31, 2023. This net cash outflow was primarily due to (i) purchases of wealth management products of RMB375.0 million; (ii) purchases of property, plant and equipment of RMB18.5 million; and (iii) acquisition of subsidiaries of RMB2.1 million. This net cash outflow was partially offset by proceeds from disposal of wealth management products of RMB377.7 million.

Our net cash from investing activities was RMB21.5 million for the year ended December 31, 2022. This net cash inflow was primarily attributable to (i) proceeds from disposal of wealth management products of RMB299.2 million; and (ii) disposal of subsidiaries of RMB2.9 million. This net cash inflow was partially offset by (i) purchases of wealth management products of RMB264.0 million; and (ii) purchases of items of property, plant and equipment of RMB14.0 million.

Our net cash used in investing activities was RMB86.0 million for the year ended December 31, 2021. This net cash outflow was primarily due to (i) purchases of wealth management products of RMB189.0 million; (ii) purchases of property, plant and equipment of RMB39.2 million; and (iii) acquisition of subsidiaries of RMB22.5 million. This net cash outflow was partially offset by proceeds from disposal of wealth management products of RMB164.5 million.

### *Financing Activities*

Our cash used in financing activities mainly comprises our cash used in dividends paid, repayment of bank borrowings, dividends paid to non-controlling shareholders, principal portion of lease payments and interest paid. Cash generated from financing activities mainly comprises proceeds from issuance of ordinary shares and redeemable preference shares, proceeds from bank borrowings and capital injection from non-controlling shareholders.

Our net cash used in financing activities was RMB22.9 million for the six months ended June 30, 2024. This net cash outflow was primarily due to (i) principal portion of lease payments of RMB16.5 million; (ii) dividends paid to non-controlling shareholders of RMB4.7 million; (iii) interests paid of RMB2.8 million; and (iv) acquisition of non-controlling interests

---

## FINANCIAL INFORMATION

---

of RMB1.3 million. This net cash outflow was offset by (i) partial disposal of interests in the subsidiaries without loss of control of RMB1.9 million; and (ii) capital injection from non-controlling shareholders of RMB0.4 million.

Our net cash used in financing activities was RMB83.1 million for the year ended December 31, 2023. This net cash outflow was primarily due to (i) dividends paid of RMB36.6 million; (ii) principal portion of lease payments of RMB36.5 million; (iii) dividends paid to non-controlling shareholders of RMB9.6 million; and (iv) interests paid of RMB5.5 million. This net cash outflow was partially offset by (i) capital injection from non-controlling shareholders of RMB3.6 million; and (ii) partial disposal of interests in the subsidiaries without loss of control of RMB1.6 million.

Our net cash used in financing activities was RMB98.4 million for the year ended December 31, 2022. This net cash outflow was primarily due to (i) dividends paid of RMB39.0 million; (ii) principal portion of lease payments of RMB34.2 million; (iii) repayment of bank borrowings of RMB10.0 million; (iv) dividends paid to non-controlling shareholders of RMB7.0 million; and (v) interest paid of RMB6.7 million. This net cash outflow was partially offset by capital injection from non-controlling shareholders of RMB2.1 million.

Our net cash from financing activities was RMB68.8 million for the year ended December 31, 2021. This net cash inflow was primarily attributable to (i) proceeds from issuance of redeemable preference shares of RMB68.0 million; (ii) proceeds from issuance of ordinary shares of RMB32.0 million; (iii) new bank borrowings of RMB13.7 million; and (iv) capital injection from non-controlling shareholders of RMB8.8 million. This net cash inflow was partially offset by (i) principal portion of lease payments of RMB30.2 million; (ii) repayment of bank borrowings of RMB15.0 million; and (iii) interest paid of RMB8.4 million.

### WORKING CAPITAL SUFFICIENCY

During the Track Record Period, we met our working capital requirements mainly from cash generated from operations, bank borrowings and [REDACTED] investments.

Taking into account the financial resources available to us, including cash flow from operating activities and the estimated [REDACTED] from the [REDACTED], our Directors are of the view that we have sufficient working capital to meet our present requirements and for the next 12 months from the date of this document.



## FINANCIAL INFORMATION

### INDEBTEDNESS AND CONTINGENT LIABILITIES

#### Indebtedness

During the Track Record Period, our indebtedness mainly consisted of (i) lease liabilities; (ii) redeemable preference shares; and (iii) interest-bearing bank borrowings. The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,			As of June 30,	As of September 30,
	2021	2022	2023	2024	2024
	<i>(RMB'000)</i>				<i>(Unaudited)</i>
<b>Included in current liabilities</b>					
Lease liabilities . . . . .	39,625	34,434	32,488	30,605	23,329
Redeemable preference shares . . . . .	–	–	112,781	112,985	–
Interest-bearing bank borrowings . . . . .	10,015	–	–	–	–
<b>Sub-total . . . . .</b>	<b>49,640</b>	<b>34,434</b>	<b>145,269</b>	<b>143,590</b>	<b>23,329</b>
<b>Included in non-current liabilities</b>					
Lease liabilities . . . . .	127,001	77,401	69,197	89,486	90,478
Redeemable preference shares . . . . .	109,114	110,450	–	–	–
<b>Sub-total . . . . .</b>	<b>236,115</b>	<b>187,851</b>	<b>69,197</b>	<b>89,486</b>	<b>90,478</b>
<b>Total . . . . .</b>	<b>285,755</b>	<b>222,285</b>	<b>214,466</b>	<b>233,076</b>	<b>113,807</b>

Our bank borrowings as of December 31, 2021 were denominated in Renminbi bearing an annual interest rate of 4.35% and matured within one year. They were used to finance our capital expenditure and working capital requirements. As of December 31, 2021, the bank loans with the amount of RMB10,000,000 were secured by the mortgage of buildings owned by our Group. The mortgaged buildings’ net carrying amount was approximately RMB20.1 million.

Our Directors confirm that there has been no material change in our indebtedness position since September 30, 2024, being the latest practicable date for the purpose of the indebtedness statement. As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to undertake additional debt or equity financing, nor was there any breach of covenant during the Track Record Period and up to the Latest Practicable Date.

## FINANCIAL INFORMATION

As of September 30, 2024, we had no unutilized credit facilities. We do not anticipate any changes to the availability of bank financing to finance our operations in the future, although we cannot assure you that we will be able to access bank financing on favorable terms or at all.

### Contingent Liabilities

As of September 30, 2024, we did not have any material outstanding debt securities, mortgage, charges, debentures or other loan capital (issued or agreed to be issued), bank overdrafts, loans, liabilities under acceptance or acceptance credits, or other similar indebtedness, leasing and financial leasing commitments, hire purchase commitments, guarantees or other material contingent liabilities.

## CAPITAL EXPENDITURES AND CONTRACTUAL COMMITMENTS

### Capital Expenditures

Our capital expenditures during the Track Record Period primarily consisted of expenditures on (i) property, plant and equipment; (ii) acquisition of subsidiaries; and (iii) other intangible assets. The following table sets forth our capital expenditures for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Property, plant and equipment.	39,208	13,957	18,521	9,227
Acquisition of subsidiaries . . .	22,450	3,629	2,137	822
Other intangible assets . . . . .	70	887	—	—
<b>Total</b> . . . . .	<b><u>61,728</u></b>	<b><u>18,473</u></b>	<b><u>20,658</u></b>	<b><u>10,049</u></b>

We expect to incur capital expenditure of approximately RMB25.2 million in the year ending December 31, 2024, primarily related to establishing new dental institutions, upgrading our existing dental institutions, purchasing dental equipment and improving our information technology systems. We intend to fund our planned capital expenditures through a combination of the [REDACTED] from the [REDACTED] as well as cash generated from operating activities.

Our actual capital expenditures may differ from the amounts set forth above due to various factors, including our future cash flows, results of operations and financial condition, economic conditions in China, the availability of financing on terms acceptable to us and development in the regulatory environment in China. In addition, we may incur additional capital expenditures from time to time as we pursue new opportunities to expand our business in the future.

## FINANCIAL INFORMATION

### Contractual Commitments

The following table sets forth our contractual commitments as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>(RMB'000)</i>			
Contracted, but not provided for:				
Property, plant and equipment . . . . .	7,661	4,109	2,982	3,978
<b>Total . . . . .</b>	<b><u>7,661</u></b>	<b><u>4,109</u></b>	<b><u>2,982</u></b>	<b><u>3,978</u></b>

### OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

### MATERIAL RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time during our ordinary course of business and on terms comparable to the terms of transactions with other entities that are not our related parties and the market price during the relevant period. Upon the completion of this [REDACTED], we will comply with the relevant Listing Rules and adopt a more prudent approach when reviewing and engaging related party transactions.

#### Transactions with Related Parties

During the Track Record Period, our transactions with related parties mainly comprised (i) purchase of goods from related parties; (ii) rental payments to related parties; and (iii) rental income from related parties. See Note 38 to the Accountants’ Report in Appendix I to this document for details of transactions carried out with our related parties during the Track Record Period.

#### *Purchases of Goods*

During the Track Record Period, we purchased dental consumables and pharmaceuticals from Nanjing Pharmaceutical Hubei Co., Ltd. (南京醫藥湖北有限公司). For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our purchases of goods from Nanjing Pharmaceutical Hubei Co., Ltd. amounted to RMB1.4 million, RMB1.2 million, RMB1.3 million and RMB0.6 million, respectively. All of such purchases were made according to the published prices and conditions offered by Nanjing Pharmaceutical Hubei Co., Ltd. to its other independent customers.

## FINANCIAL INFORMATION

### *Rental Payments*

During the Track Record Period, we leased certain properties as our office premises from Zhongshan Medical Investment, one of our Controlling Shareholders. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our rental payments for leases from Zhongshan Medical Investment amounted to RMB0.4 million, RMB0.3 million, RMB0.3 million and RMB0.2 million, respectively.

### *Rental Income*

During the Track Record Period, we, as the lessor, leased certain properties as premises of retail pharmacy to Nanjing Pharmaceutical Hubei Co., Ltd.. For the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, our rental income received from Nanjing Pharmaceutical Hubei Co., Ltd. amounted to RMB0.1 million, RMB0.1 million, nil and nil, respectively.

It is the view of our Directors that each of the related party transactions set out in Note 38 of the Accountants’ Report in Appendix I to this document (i) were conducted on normal commercial terms and/or on terms not less favorable than terms available from Independent Third Parties, which are considered fair, reasonable and in the interest of our Shareholders as a whole; and (ii) do not distort our Track Record Period results or make our historical results not reflective of future performance.

### **Balances with Related Parties**

As of December 31, 2021, 2022 and 2023 and June 30, 2024, we had trade payables due to Nanjing Pharmaceutical Hubei Co., Ltd of RMB36 thousand, RMB4 thousand, RMB3 thousand and RMB4 thousand, respectively, which was in connection with the abovementioned purchases of dental consumables and pharmaceuticals.

### **KEY FINANCIAL RATIOS**

The following table sets forth certain of our key financial ratios as of the dates or for the periods indicated:

	Year ended December 31,			Six months ended June 30,
	2021	2022	2023	2024
<b>Profitability ratios</b>				
Gross profit margin (%) <sup>(1)</sup> . . .	27.3	36.3	38.1	36.6
Net profit margin (%) <sup>(2)</sup> . . . .	3.9	13.8	15.2	14.3
Adjusted net profit margin (non-IFRS measure) (%) . .	5.2	14.5	15.9	14.8
Return on equity (%) <sup>(3)</sup> . . . . .	14.3	41.2	42.8	N/A
Return on assets (%) <sup>(4)</sup> . . . . .	3.2	11.5	14.1	N/A

## FINANCIAL INFORMATION

	As of December 31,			As of June 30,
	2021	2022	2023	2024
<b>Liquidity ratios</b>				
Current ratio <sup>(5)</sup> . . . . .	1.2x	1.6x	1.0x	1.1x
Quick ratio <sup>(6)</sup> . . . . .	1.2x	1.5x	1.0x	1.1x

*Notes:*

- (1) Gross profit margin is calculated based on gross profit divided by revenue and multiplied by 100%.
- (2) Net profit margin is calculated based on profit for the period divided by revenue and multiplied by 100%.
- (3) Return on equity is calculated based on profit for the year divided by the arithmetic mean of the opening and closing balances of total equity and multiplied by 100%.
- (4) Return on assets is calculated based on profit for the year divided by the arithmetic mean of the opening and closing balances of total assets and multiplied by 100%.
- (5) Current ratio is calculated based on total current assets divided by total current liabilities.
- (6) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities.

### Gross Profit Margin and Net Profit Margin

See “— Period to Period Comparison of Results of Operations” for a discussion of the factors affecting our gross profit margin and net profit or loss margin during the respective periods.

### Return on Equity

Our return on equity increased from 14.3% in 2021 to 41.2% in 2022 and further to 42.8% in 2023, primarily due to the continuous increase in our net profit from 2021 to 2023.

### Return on Assets

Our return on assets increased from 3.2% in 2021 to 11.5% in 2022, and further to 14.1% in 2023, primarily due to the continuous increase in our net profit from 2021 to 2023.

### Current Ratio

Our current ratio increased from 1.2 as of December 31, 2021 to 1.6 as of December 31, 2022, primarily due to the increase in our total current assets as of December 31, 2022, mainly caused by the increase in cash and cash equivalents. Our current ratio decreased from 1.6 as of December 31, 2022 to 1.0 as of December 31, 2023, primarily due to the increase in redeemable preference shares. Our current ratio remained relatively stable at 1.1 as of June 30, 2024, compared to 1.0 as of December 31, 2023.

---

## FINANCIAL INFORMATION

---

### Quick Ratio

Our quick ratio increased from 1.2 as of December 31, 2021 to 1.5 as of December 31, 2022, primarily due to the increase in our total current assets and the decrease in our total liabilities as of December 31, 2022. Our quick ratio decreased from 1.5 as of December 31, 2022 to 1.0 as of December 31, 2023, primarily due to the increase in our total current liabilities as a result of the increase in redeemable preference shares as of December 31, 2023. Our quick ratio increased from 1.0 as of December 31, 2023 to 1.1 as of June 30, 2024, primarily due to the increase in our total current assets.

### FINANCIAL RISKS

We are exposed to a variety of financial risks, including credit risk and liquidity risk, as set out below. We manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. As of the Latest Practicable Date, we did not hedge or consider necessary to hedge any of these risks. For further details, see Note 41 in the Accountants' Report set out in Appendix I to this document.

#### Credit Risk

Credit risk mainly arises from cash and cash equivalents, trade receivables, other receivables and other financial assets, which represent our maximum exposure equal to credit risk in relation to the financial assets. For details of the maximum exposure to credit risk based on our credit policy, see Note 41 to the Accountants' Report set out in Appendix I to this document.

It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In order to minimize the credit risk, we review the recoverable amount of each individual trade receivable periodically and our management also has monitoring procedures to ensure the follow-up action is taken to recover overdue receivables. We expect that there is no significant credit risk associated with other receivables and other financial assets since counterparties to these financial assets have no history of default.

#### Liquidity Risk

We monitor the risks to a shortage of funds using a recurring liquidity planning tool, which considers both the maturity of our financial instruments and financial assets and projected cash flows from operations. For our financial liabilities by relevant maturity grouping based on contractual undiscounted payments, see Note 41 to the Accountants' Report set out in Appendix I to this document.

---

## FINANCIAL INFORMATION

---

### DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant. Our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board.

Under the applicable PRC laws and regulations, a PRC incorporated company is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to contribute to certain statutory reserve funds until the aggregate amount contributed to such funds reaches 50% of its registered capital. The company may pay dividends out of after-tax profits after making up for accumulated losses and contributing to statutory reserve funds as mentioned above. As advised by our PRC Legal Advisors, our Company cannot pay dividends if we are in an accumulated loss position. Our PRC companies will consider to conduct the dividend payments as such companies are in an accumulated profit position.

No dividend shall be declared or payable except out of our profits lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that our Company will be able to declare dividends of any amount each year or in any year.

### DISTRIBUTABLE RESERVES

As of June 30, 2024, our Company had retained profits of RMB36.0 million. Our retained profits could be distributed subject to current articles of association of the Company and the PRC Company Law.

### [REDACTED] EXPENSES

Our [REDACTED] expenses mainly include [REDACTED], professional fees paid to legal advisors, the Reporting Accountants and other professional parties for their services rendered in relation to the [REDACTED] and the [REDACTED].

The estimated total [REDACTED] expenses (based on the mid-point of our indicative [REDACTED] range for the [REDACTED] and assuming that the [REDACTED] is not exercised) for the [REDACTED] are approximately RMB[REDACTED] (HK\$[REDACTED]), including (i) [REDACTED], SFC transaction levy, Stock Exchange trading fees and AFRC transaction levy for all [REDACTED] of approximately HK\$[REDACTED]; and (ii) non-[REDACTED] related expenses of approximately HK\$[REDACTED], which consist of (a) fees and expenses of legal advisors and reporting accountant of approximately HK\$[REDACTED]; and (b) sponsor fee and other fees and expenses of approximately HK\$[REDACTED], representing approximately [REDACTED]% of the [REDACTED] of the [REDACTED] based on the same assumptions. We did not incur

**FINANCIAL INFORMATION**

any [REDACTED] expenses during the Track Record Period. We expect to recognize approximately RMB[REDACTED] (HK\$[REDACTED]) as administrative expenses and approximately RMB[REDACTED] (HK\$[REDACTED]) as a deduction in equity directly upon the [REDACTED].

Our Directors do not expect that such expenses will have a material adverse effect on our results of operations for the year ending December 31, 2024.

**UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS**

The following unaudited pro forma adjusted consolidated net tangible assets of our Group has been prepared in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants for illustration purpose only, and is set out below to illustrate the effect of the [REDACTED] on our consolidated net tangible liabilities as of June 30, 2024 as if [REDACTED] had taken place on that date.

The unaudited pro forma adjusted consolidated net tangible assets attributed to the owners of the parent has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the [REDACTED] been completed as of June 30, 2024 or any future date. It is prepared based on the consolidated net tangible liabilities as of June 30, 2024 as set out in the Accountants’ Report in Appendix I to this document, and adjusted as described below. The unaudited pro forma adjusted consolidated net tangible assets does not form part of the Accountants’ Report on the historical financial information as set out in Appendix I to this document.

	Consolidated net tangible liabilities attributable to the equity shareholders of our Company as of June 30, 2024	Estimated [REDACTED] from the [REDACTED]	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent as of June 30, 2024	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share as of June 30, 2024	
	<i>RMB'000</i> <i>(Note 1)</i>	<i>RMB'000</i> <i>(Note 2)</i>	<i>RMB'000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>HK\$</i> <i>(Note 4)</i>
Based on an [REDACTED] of HK\$[REDACTED] per Share . . . . .	87,673	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per Share . . . . .	87,673	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



---

## FINANCIAL INFORMATION

---

*Notes:*

- (1) The unaudited consolidated net tangible liabilities attributable to owners of the parent as of June 30, 2024 is extracted from the historical financial information set out in Appendix I to this document, which is arrived after deducting intangible assets attribute to owners of the parent and goodwill of RMB1,888,000 and RMB63,090,000, respectively, from the unaudited consolidated net assets attributable to owners of the parent of RMB152,651,000 as of June 30, 2024.
- (2) The estimated [REDACTED] from the [REDACTED] are calculated based on the [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per Share, being the low-end price and high-end price of the stated [REDACTED] range, respectively, after deduction of the [REDACTED] fees and other related expenses payable by our Company and do not take into account any shares which may be issued upon exercise of the [REDACTED].
- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Company and the amounts per Share are arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] shares were in issue assuming the [REDACTED] had been completed on June 30, 2024 and the respective [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per Share. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of our Company per Share as of June 30, 2024 would then be adjusted to RMB[REDACTED] (HK\$[REDACTED]) or RMB[REDACTED] (HK\$[REDACTED]) based on the [REDACTED] of HK\$[REDACTED] per Share or HK\$[REDACTED] per Share, respectively, assuming that the repurchasing and reducing of 8,379,306 shares in September 2024 (as described in “History, Development and Corporate Structure — Our Major Corporate Development — Share Repurchase and Reduction of Capital”) had been completed as of June 30, 2024.
- (4) In connection with the preparation of the unaudited pro forma financial information, the unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at a rate of RMB1 = HK\$0.9242. No representation is made that the RMB amounts have been, could have been or may be converted into Hong Kong dollar, or vice versa at that rate.
- (5) Except as disclosed above, no adjustment has been made to reflect any [REDACTED] result or other transactions of our Group entered into subsequent to June 30, 2024.

## RECENT DEVELOPMENT

### Recent Business and Financial Performance

Subsequent to June 30, 2024 and up to the Latest Practicable Date, we established three dental out-patient departments in Wuhan, Hubei province, all of which are located in or adjacent to local communities. During the same period, we voluntarily disposed one dental institution based on our evaluation on the market condition and future business strategies. As of the Latest Practicable Date, we had 83 dental institutions in total.

### No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, (i) there had been no material adverse change in our business, the industry where we operate, or market or regulatory environment to which we are subject; (ii) there has been no material adverse change in our financial or trading position or prospects since June 30, 2024, being the date of the latest audited consolidated financial position of our Group as set

## FINANCIAL INFORMATION

---

out in the Accountants' Report in Appendix I to this document; or (iii) there has been no event since June 30, 2024 that would materially affect the information shown in the Accountants' Report set forth in Appendix I to this document.

### DISCLOSURE REQUIRED UNDER THE LISTING RULES

We confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules upon the [REDACTED] of the Shares on the Stock Exchange.

---

## FUTURE PLANS AND USE OF [REDACTED]

---

### FUTURE PLANS

Please see the section headed “Business — Business Strategies” for a detailed description of our future plans.

### USE OF [REDACTED]

We estimate the [REDACTED] of the [REDACTED] which we will receive, assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-end of the [REDACTED] range stated in this document), will be approximately HK\$[REDACTED], after deduction of [REDACTED] fees and commissions and estimated expenses payable by us in connection with the [REDACTED] and assuming the [REDACTED] is not exercised.

We intend to use the [REDACTED] of the [REDACTED] for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- approximately [REDACTED]% (or HK\$[REDACTED]) will be used for establishing new dental institutions in Wuhan and other cities in Central China, with the aim to cater to the growing demands for dental services in Central China and enhance our market presence and market share. In order to offer convenient, accessible and affordable dental services to residents in local communities, we plan to establish approximately 80 to 100 new dental institutions in Central China in the next five years. Each of the new dental institutions is expected to occupy approximately 300 sq.m. to 500 sq.m. with approximately six to 10 dental chairs.

We typically take into account the following key factors when establishing new dental institutions: (a) the city where the new dental institution to be established shall align with our business expansion strategy; (b) the site of the new dental institution shall be in densely populated areas and adjacent to local communities; (c) medical resources, especially medical professionals, available in the relevant regions; (d) the expected number of customers, dental service demands and monthly breakeven periods shall be commercially reasonable and practicable; and (e) the estimated initial investment amount for leases and recruitment, among others.

The actual implementation of such establishment plans will depend on numerous factors, some of which are beyond our control. We may make necessary adjustments to our expansion plan based on market conditions, operational performance of our existing dental institutions, coverage of our dental service network and other relevant factors, to strike a balance between our business expansion and profitability.

For details of establishing new dental institutions, please see “Business — Business Strategies” and “Business — Our Future Expansion — Organic Growth — New Establishment;”

---

## FUTURE PLANS AND USE OF [REDACTED]

---

- approximately [REDACTED]% (or HK\$[REDACTED]) will be used for acquisition of dental institutions. We expect to seek and assess the potential acquisition targets with a strategic geographic focus on Central China, particularly in Hubei province and Hunan province. As of the Latest Practicable Date, we had not entered into any letter of intent or agreement with respect to future acquisitions and had not identified any definite acquisition targets that meet our criteria. We plan to acquire approximately 40 to 65 dental institutions in the next five years, through acquiring the majority equity interests of the acquisition targets. We plan to acquire dental institutions, which demonstrate high growth potential and strong compatibility with our corporate culture, at reasonable valuation and acquisition consideration.

When acquiring dental institutions, we generally consider the following key factors: (i) the target’s compatibility with our corporate culture and dental service network; (ii) the target’s annual revenue; (iii) the profitability of the target; (iv) the target’s service capacity, such as management team and medical professional team; and (v) estimated initial investment amount, ongoing operating expenses and capital requirements of the targets, among others.

The actual implementation of such acquisition plans will depend on numerous factors, such as then market condition, our then business strategies, negotiation results and scale and consideration of the actual acquisition.

For details of acquisition of dental institutions, please see “Business — Business Strategies” and “Business — Our Future Expansion — Strategic Acquisition;”

- approximately [REDACTED]% (or HK\$[REDACTED]) will be used for upgrading and renovating some of our existing dental institutions. In particular, we plan to upgrade the dental facilities and equipment at our dental institutions and renovate our dental institutions progressively, with the aim to enhance the service capacity while improving customers’ satisfaction during their visits to our dental institutions. For details of acquisition of dental institutions, please see “Business — Business Strategies” and “Business — Our Future Expansion — Strategic Acquisition;”
- approximately [REDACTED]% (or HK\$[REDACTED]) will be used to optimize our information technology infrastructure and information technology systems. We expect to integrate our information technology systems to achieve real-time business, financial and operational management. Additionally, we will increase our investment in the infrastructure of cybersecurity and data protection to ensure the safety of our digitalized operations and the reliability of our information technology systems.

---

## FUTURE PLANS AND USE OF [REDACTED]

---

In the future, we plan to improve our internal management procedures, elevate both operational and management efficiency, and develop a standardized, scalable and replicable business model to strengthen our competitive advantages in the market and provide high-quality and customer-centric dental services to our customers.

For details of propelling digitalization of our dental service network, please see “Business — Business Strategies” and “Business — Information Technology Systems;”

- approximately [REDACTED]% (or HK\$[REDACTED]) will be used for developing our medical professional team to further support the sustainable growth of our dental service network. In particular, we plan to develop our internal training system to cultivate dentists with multifaceted dental expertise and strengths in selected specialties. We aim to expand their expertise beyond their primary specialties, guiding them to become excellent dentists with holistic dental expertise and strengths in selected specialties. To achieve this, we will also encourage in-house research and development activities by incentivizing innovation and clinical advancements. Moreover, we plan to recruit talents to accommodate the growing demands for high-quality dental services and empower our long-term growth. We will focus on recruiting well-educated, senior-level dental talents and experienced management talents. The actual frequency and scale of our recruitment are subject to the operational performance of our dental service network.

For details of talent cultivation and recruitment, please see “Business — Business Strategies” and “Business — Medical Professionals — Recruitment, Management and Cultivation of Medical Professionals;”

- approximately [REDACTED]% (or HK\$[REDACTED]) for working capital and other general corporate purposes.

If the [REDACTED] is fixed at HK\$[REDACTED] per [REDACTED] (being the high-end of the [REDACTED] range stated in this document) and assuming the [REDACTED] is not exercised, we will receive additional [REDACTED] of approximately HK\$[REDACTED]. If the [REDACTED] is fixed at HK\$[REDACTED] per [REDACTED] (being the low-end of the [REDACTED] range stated in this document) and assuming the [REDACTED] is not exercised, the [REDACTED] we receive will be reduced by approximately HK\$[REDACTED]. The above allocation of the [REDACTED] will be adjusted on a pro rata basis in the event that the [REDACTED] is fixed at a higher or lower level compared to the mid-end of the estimated [REDACTED] range. We intend to apply the additional [REDACTED] to the above purposes on a pro rata basis in the event that the [REDACTED] is exercised.

## **FUTURE PLANS AND USE OF [REDACTED]**

---

To the extent that the [REDACTED] are not immediately applied to the above purposes, we will only deposit the [REDACTED] into short-term interest bearing accounts at licensed commercial banks and/or other authorized financial institutions as defined under the Securities and Futures Ordinance or the applicable laws and regulations in other jurisdictions.

In the event of any material change in our use of [REDACTED] of the [REDACTED] from the purposes described above or in our allocation of the [REDACTED] among the purposes described above, a formal announcement will be made.

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**



**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**



**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**[REDACTED]**

---

**[REDACTED]**

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]



**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]

**STRUCTURE OF THE [REDACTED]**

---

[REDACTED]



**HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

**[REDACTED]**

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

**HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]



## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

**HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]



**HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

## **HOW TO APPLY FOR [REDACTED]**

---

[REDACTED]

---

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

---

*[To insert the firm’s letterhead]*

**ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF WUHAN DAZHONG DENTAL MEDICAL CO., LTD. AND HAITONG INTERNATIONAL CAPITAL LIMITED**

**Introduction**

We report on the historical financial information of Wuhan Dazhong Dental Medical Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-77, which comprises the consolidated statements of profit or loss and comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2021, 2022 and 2023 and 30 June 2024 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-77 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [REDACTED] (the “Document”) in connection with the initial [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

**Directors’ responsibility for the Historical Financial Information**

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

**Reporting accountants’ responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

---

**APPENDIX I****ACCOUNTANTS' REPORT**

---

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

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

**Opinion**

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2021, 2022 and 2023 and 30 June 2024 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

**Review of interim comparative financial information**

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statements of profit or loss and comprehensive income, statement of changes in equity and statement of cash flows for the six months ended 30 June 2023 and other explanatory information (the "Interim Comparative Financial Information").

The directors of the Company are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

*Adjustments*

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

*Dividends*

We refer to note II 11 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Relevant Periods.

[●]

*Certified Public Accountants*

Hong Kong

[REDACTED]

---

**APPENDIX I**

**ACCOUNTANTS' REPORT**

---

**I HISTORICAL FINANCIAL INFORMATION**

**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "Underlying Financial Statements").

The Historical Financial Information and Interim Comparative Financial Information are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND COMPREHENSIVE INCOME**

	<i>Notes</i>	<b>Year ended 31 December</b>			<b>Six months ended 30 June</b>	
		<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2023</b>	<b>2024</b>
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
						<i>(unaudited)</i>
<b>REVENUE</b> . . . . .	5	380,750	409,444	441,841	213,359	204,549
Cost of sales . . . . .		(276,851)	(260,970)	(273,615)	(132,095)	(129,700)
<b>Gross profit</b> . . . . .		103,899	148,474	168,226	81,264	74,849
Other income and gains/(losses), net . . . . .	5	3,646	7,541	4,464	1,799	3,241
Selling and distribution expenses . . . . .		(34,857)	(41,709)	(44,687)	(20,184)	(22,874)
Administrative expenses . . . . .		(32,049)	(33,992)	(32,549)	(16,174)	(14,455)
Research and development expenses . . . . .		(6,779)	(6,618)	(6,823)	(3,351)	(3,342)
Other expenses . . . . .		(2,059)	(2,175)	(1,885)	(795)	(610)
Finance costs . . . . .	7	(8,431)	(6,679)	(5,507)	(2,733)	(2,754)
Fair value losses on redeemable preference shares . . . . .	26	(3,708)	(1,336)	(2,331)	(1,487)	(204)
<b>PROFIT BEFORE TAX</b> . . . . .		19,662	63,506	78,908	38,339	33,851
Income tax expense . . . . .	10	(4,924)	(7,056)	(11,870)	(5,996)	(4,606)
<b>PROFIT FOR THE YEAR/PERIOD</b> . . . . .		<u>14,738</u>	<u>56,450</u>	<u>67,038</u>	<u>32,343</u>	<u>29,245</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD</b> . . . . .		<u>14,738</u>	<u>56,450</u>	<u>67,038</u>	<u>32,343</u>	<u>29,245</u>
Attributable to:						
Owners of the parent . . . . .		17,140	43,342	50,069	25,095	20,423
Non-controlling interests . . . . .		(2,402)	13,108	16,969	7,248	8,822
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>						
Basic and diluted (RMB) . . . . .	12	<u>0.40</u>	<u>0.92</u>	<u>1.07</u>	<u>0.54</u>	<u>0.44</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	<i>Notes</i>	<b>As at 31 December</b>			<b>As at</b>
		<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>30 June</b>
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment . . .	13	99,368	76,580	74,256	71,932
Right-of-use assets . . . . .	14	163,181	110,024	99,216	115,905
Goodwill . . . . .	15	63,090	63,090	63,090	63,090
Other intangible assets . . . . .	16	1,708	2,328	2,020	1,888
Prepayments, other receivables					
and other assets . . . . .	17	7,119	4,878	3,909	4,576
Deferred tax assets . . . . .	18	1,103	786	594	1,241
Contingent consideration . . . . .	19	2,390	–	–	–
Total non-current assets . . . . .		<u>337,959</u>	<u>257,686</u>	<u>243,085</u>	<u>258,632</u>
<b>CURRENT ASSETS</b>					
Inventories . . . . .	20	8,118	6,127	5,709	4,663
Trade receivables . . . . .	21	5,501	3,751	6,548	6,747
Prepayments, other receivables					
and other assets . . . . .	17	5,248	12,867	8,586	10,317
Contingent consideration . . . . .	19	–	976	–	–
Financial assets at FVTPL . . . . .	22	32,727	117	–	–
Cash and cash equivalents . . . . .	23	<u>134,911</u>	<u>177,970</u>	<u>227,083</u>	<u>243,389</u>
Total current assets . . . . .		<u>186,505</u>	<u>201,808</u>	<u>247,926</u>	<u>265,116</u>
<b>CURRENT LIABILITIES</b>					
Trade payables . . . . .	24	19,923	18,014	17,298	17,514
Other payables and accruals . . . .	25	30,805	24,489	29,086	25,759
Redeemable preference shares . . .	26	–	–	112,781	112,985
Contract liabilities . . . . .	27	52,101	49,510	52,897	45,657
Interest-bearing bank					
borrowings . . . . .	28	10,015	–	–	–
Lease liabilities . . . . .	14	39,625	34,434	32,488	30,605
Tax payable . . . . .		<u>1,942</u>	<u>1,198</u>	<u>3,658</u>	<u>3,422</u>
Total current liabilities . . . . .		<u>154,411</u>	<u>127,645</u>	<u>248,208</u>	<u>235,942</u>
<b>NET CURRENT</b>					
<b>ASSETS/(LIABILITIES) . . . .</b>		<u>32,094</u>	<u>74,163</u>	<u>(282)</u>	<u>29,174</u>
<b>TOTAL ASSETS LESS</b>					
<b>CURRENT LIABILITIES . . .</b>		<u>370,053</u>	<u>331,849</u>	<u>242,803</u>	<u>287,806</u>



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	<i>Notes</i>	<b>As at 31 December</b>			<b>As at</b>
		<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>30 June</b>
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<b>2024</b>
				<i>RMB’000</i>	
<b>NON-CURRENT LIABILITIES</b>					
Redeemable preference shares . . .	26	109,114	110,450	–	–
Contract liabilities . . . . .	27	1,882	1,728	2,099	1,820
Deferred tax liabilities . . . . .	18	198	421	355	134
Lease liabilities . . . . .	14	127,001	77,401	69,197	89,486
Total non-current liabilities . . . . .		238,195	190,000	71,651	91,440
Total liabilities . . . . .		392,606	317,645	319,859	327,382
<b>Net assets</b> . . . . .		<u>131,858</u>	<u>141,849</u>	<u>171,152</u>	<u>196,366</u>
<b>EQUITY</b>					
<b>Equity attributable to owners of the parent</b>					
Share capital . . . . .	29	46,897	46,897	46,897	46,897
Treasury shares . . . . .	30	(15,438)	(15,438)	(15,438)	(15,438)
Reserves . . . . .	30	78,397	84,653	99,900	121,192
		109,856	116,112	131,359	152,651
Non-controlling interests . . . . .		22,002	25,737	39,793	43,715
<b>Total equity</b> . . . . .		<u>131,858</u>	<u>141,849</u>	<u>171,152</u>	<u>196,366</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

Year ended 31 December 2021

	Attributable to owners of the parent									
	Share capital	Treasury shares	Capital reserve*	Surplus reserve*	Share-based payment reserve*	Other reserve*	Retained profits*	Total	Non-controlling interests	Total
	RMB'000 (note II 29)	RMB'000	RMB'000 (note II 30)	RMB'000 (note II 30)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>As at 1 January 2021</b>										
(unaudited) . . . . .	40,000	(15,438)	41,630	7,255	5,286	(28,434)	8,492	58,791	15,668	74,459
Total comprehensive income for the year . . . . .	-	-	-	-	-	-	17,140	17,140	(2,402)	14,738
Transfer to surplus reserve . . . . .	-	-	-	2,543	-	-	(2,543)	-	-	-
Dividends paid to non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	(83)	(83)
Capital injection from non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	8,819	8,819
Issue of shares (note II 29) . . . . .	6,897	-	93,103	-	-	(68,000)	-	32,000	-	32,000
Share-based payments . . . . .	-	-	537	-	1,388	-	-	1,925	-	1,925
<b>As at 31 December 2021</b> . . . . .	<u>46,897</u>	<u>(15,438)</u>	<u>135,270</u>	<u>9,798</u>	<u>6,674</u>	<u>(96,434)</u>	<u>23,089</u>	<u>109,856</u>	<u>22,002</u>	<u>131,858</u>

Year ended 31 December 2022

	Attributable to owners of the parent									
	Share capital	Treasury shares	Capital reserve*	Surplus reserve*	Share-based payment reserve*	Other reserve*	Retained profits*	Total	Non-controlling interests	Total
	RMB'000 (note II 29)	RMB'000	RMB'000 (note II 30)	RMB'000 (note II 30)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>As at 1 January 2022</b> . . . . .	46,897	(15,438)	135,270	9,798	6,674	(96,434)	23,089	109,856	22,002	131,858
Total comprehensive income for the year . . . . .	-	-	-	-	-	-	43,342	43,342	13,108	56,450
Transfer to surplus reserve . . . . .	-	-	-	2,314	-	-	(2,314)	-	-	-
Acquisition of non-controlling interests <sup>A</sup> . . . . .	-	-	316	-	-	-	-	316	(3,923)	(3,607)
Dividends paid to non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	(7,028)	(7,028)
Final 2021 dividend declared (note II 11) . . . . .	-	-	-	-	-	-	(39,000)	(39,000)	-	(39,000)
Capital injection from non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	2,103	2,103
Share-based payments . . . . .	-	-	73	-	1,525	-	-	1,598	-	1,598
Disposal of subsidiaries (note II 33) . . . . .	-	-	-	-	-	-	-	-	(525)	(525)
<b>As at 31 December 2022</b> . . . . .	<u>46,897</u>	<u>(15,438)</u>	<u>135,659</u>	<u>12,112</u>	<u>8,199</u>	<u>(96,434)</u>	<u>25,117</u>	<u>116,112</u>	<u>25,737</u>	<u>141,849</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

Year ended 31 December 2023

	Attributable to owners of the parent									
	Share capital	Treasury shares	Capital reserve*	Surplus reserve*	Share-based payment reserve*	Other reserve*	Retained profits*	Total	Non-controlling interests	Total
	RMB'000 (note II 29)	RMB'000	RMB'000 (note II 30)	RMB'000 (note II 30)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>As at 1 January 2023</b> . . . . .	46,897	(15,438)	135,659	12,112	8,199	(96,434)	25,117	116,112	25,737	141,849
Total comprehensive income for the year . . . . .	-	-	-	-	-	-	50,069	50,069	16,969	67,038
Transfer to surplus reserve . . . . .	-	-	-	3,650	-	-	(3,650)	-	-	-
Acquisition of subsidiaries (note II 32) . . . . .	-	-	-	-	-	-	-	-	2,327	2,327
Dividends paid to non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	(9,638)	(9,638)
Final 2022 dividend declared (note II 11) . . . . .	-	-	-	-	-	-	(36,600)	(36,600)	-	(36,600)
Share-based payments . . . . .	-	-	-	-	1,053	-	-	1,053	-	1,053
Capital injection from non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	3,559	3,559
Partial disposal of interests in subsidiaries without loss of control <sup>#</sup> . . . . .	-	-	725	-	-	-	-	725	839	1,564
<b>As at 31 December 2023</b> . . . . .	<u>46,897</u>	<u>(15,438)</u>	<u>136,384</u>	<u>15,762</u>	<u>9,252</u>	<u>(96,434)</u>	<u>34,936</u>	<u>131,359</u>	<u>39,793</u>	<u>171,152</u>

Six months ended 30 June 2024

	Attributable to owners of the parent									
	Share capital	Treasury shares	Capital reserve*	Surplus reserve*	Share-based payment reserve*	Other reserve*	Retained profits*	Total	Non-controlling interests	Total
	RMB'000 (note II 29)	RMB'000	RMB'000 (note II 30)	RMB'000 (note II 30)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>As at 1 January 2024</b> . . . . .	46,897	(15,438)	136,384	15,762	9,252	(96,434)	34,936	131,359	39,793	171,152
Total comprehensive income for the period . . . . .	-	-	-	-	-	-	20,423	20,423	8,822	29,245
Acquisition of non-controlling interests <sup>A</sup> . . . . .	-	-	(239)	-	-	-	-	(239)	(1,084)	(1,323)
Dividends paid to non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	(4,666)	(4,666)
Share-based payments . . . . .	-	-	-	-	785	-	-	785	-	785
Capital injection from non-controlling shareholders . . . . .	-	-	-	-	-	-	-	-	360	360
Partial disposal of interests in subsidiaries without loss of control <sup>#</sup> . . . . .	-	-	323	-	-	-	-	323	490	813
<b>As at 30 June 2024</b> . . . . .	<u>46,897</u>	<u>(15,438)</u>	<u>136,468</u>	<u>15,762</u>	<u>10,037</u>	<u>(96,434)</u>	<u>55,359</u>	<u>152,651</u>	<u>43,715</u>	<u>196,366</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

Six months ended 30 June 2023

	Attributable to owners of the parent									
	Share capital	Treasury shares	Capital reserve	Surplus reserve	Share-based payment reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(note II 29)		(note II 30)	(note II 30)						
<b>As at 1 January 2023</b> . . .	46,897	(15,438)	135,659	12,112	8,199	(96,434)	25,117	116,112	25,737	141,849
Total comprehensive income for the period (unaudited) . . . . .	-	-	-	-	-	-	25,095	25,095	7,248	32,343
Acquisition of subsidiaries (unaudited) . . . . .	-	-	-	-	-	-	-	-	613	613
Share-based payments (unaudited) . . . . .	-	-	-	-	809	-	-	809	-	809
Capital injection from non-controlling shareholders (unaudited) . . . . .	-	-	-	-	-	-	-	-	800	800
<b>As at 30 June 2023 (unaudited)</b> . . . . .	<u>46,897</u>	<u>(15,438)</u>	<u>135,659</u>	<u>12,112</u>	<u>9,008</u>	<u>(96,434)</u>	<u>50,212</u>	<u>142,016</u>	<u>34,398</u>	<u>176,414</u>

^ In 2022, the Group acquire 38.5% interest in Xiangyang Dazhong Dental Medical Co., Ltd. and 49% interest in Jingzhou Dazhong Dental Daqiao Out-patient Department Co., Ltd. from certain third parties. In 2024, the Group acquire 49% interest in Wuhan Dazhong Hesheng Jinyinhu Dental Out-patient Department Co., Ltd from a third party.

# In 2023, the Group partially disposed of 49% of its interests in Xiangyang Xiangcheng District Public Oral Clinic Co., Ltd., 33% of its interests in Shaoyang Shuangqing Dazhong Furong Dental Clinic Co., Ltd., and 33% of its interests in Shaoyang Dazhong Furong Beita Dental Clinic Co., Ltd. to certain third parties. In 2024, the Group partially disposed of 49% of its interests in Wuhan Dazhong Baishazhou Dental Clinic Co., Ltd. to a third party.

\* These reserve accounts comprised the consolidated reserves of RMB78,397,000, RMB84,653,000, RMB99,900,000, and RMB121,192,000 in the consolidated statements of financial position as at 31 December 2021, 2022 and 2023 and 30 June 2024, respectively.

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<i>Notes</i>	<b>Year ended 31 December</b>			<b>Six months ended 30 June</b>	
		<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2023</b>	<b>2024</b>
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
						<i>(unaudited)</i>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Profit before tax . . . . .		19,662	63,506	78,908	38,339	33,851
Adjustments for:						
Finance costs . . . . .	7	8,431	6,679	5,507	2,733	2,754
Loss on disposal of items of property, plant and equipment . . . . .	6	855	217	522	255	29
Gain arising from lease modification . . . . .	5	(77)	(714)	(386)	–	(453)
Gain on disposal of subsidiaries . . . . .	5	–	(1,612)	–	–	–
Depreciation of property, plant and equipment . . . . .	6	24,549	24,048	23,098	10,501	9,569
Amortisation of other intangible assets . . . . .	6	223	267	308	155	149
Depreciation of right-of-use assets . . . . .	6	38,092	38,971	37,519	18,410	18,629
(Reversal of provision)/ provision for impairment of trade receivables and other receivables . . . . .		(62)	54	178	187	35
Covid-19-related rent concessions from lessors . . . . .	14(b)	(5,393)	(3,404)	–	–	–
Fair value losses on redeemable preference shares . . . . .		3,708	1,336	2,331	1,487	204
Investment income from wealth management products . . . . .	5	(923)	(2,425)	(2,693)	(1,463)	(1,527)
Share-based payments . . . . .		1,925	1,598	1,053	809	785
Fair value gains on wealth management products . . . . .	5	(227)	–	–	–	–
Fair value loss on equity investment at FVTPL . . . . .	5	–	–	117	117	–
Fair value adjustment in contingent consideration . . . . .	5	(90)	(47)	(24)	(24)	–
		<u>90,673</u>	<u>128,474</u>	<u>146,438</u>	<u>71,506</u>	<u>64,025</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
Decrease in inventories . . . . .	489	1,428	816	877	1,046
Decrease/(increase) in trade receivables . . . . .	1,721	1,633	(2,965)	(3,340)	(212)
Decrease/(increase) in prepayments, other receivables and other assets . . . . .	11,252	(5,756)	5,373	4,076	(3,219)
(Decrease)/increase in trade payables . . . . .	(6,970)	(672)	(716)	3,370	216
Increase/(decrease) in contract liabilities . . . . .	23,338	(2,403)	3,758	4,894	(7,519)
Increase/(decrease) in other payables and accruals . . . . .	9,137	4,509	5,579	473	(3,193)
Cash generated from operations . .	129,640	127,213	158,283	81,856	51,144
Income tax paid . . . . .	(5,306)	(7,287)	(9,284)	(5,160)	(5,710)
Net cash flows from operating activities . . . . .	124,334	119,926	148,999	76,696	45,434
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Purchases of items of property, plant and equipment . . . . .	(39,208)	(13,957)	(18,521)	(8,564)	(9,227)
Proceeds from disposal of property, plant and equipment . .	247	1,986	576	50	1,304
Purchases of wealth management products . . . . .	(189,010)	(264,000)	(375,000)	(250,000)	(135,000)
Proceeds from disposal of wealth management products . . . . .	164,479	299,152	377,693	251,463	136,527
Addition to other intangible assets . . . . .	(70)	(887)	–	–	–
Disposal of subsidiaries . . . . .	–	2,874	600	–	–
Acquisition of subsidiaries . . . .	(22,450)	(3,629)	(2,137)	(574)	(822)
Contingent consideration received . . . . .	–	–	–	–	1,000
Net cash flows (used in)/from investing activities . . . . .	(86,012)	21,539	(16,789)	(7,625)	(6,218)

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	<b>Year ended 31 December</b>			<b>Six months ended 30 June</b>	
	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2023</b>	<b>2024</b>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
<i>Notes</i>					
					<i>(unaudited)</i>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Proceeds from issuance of ordinary shares . . . . .	32,000	–	–	–	–
Proceeds from issuance of redeemable preference shares . .	68,000	–	–	–	–
Dividends paid . . . . .	–	(39,000)	(36,600)	–	–
New bank borrowings . . . . .	13,680	–	–	–	–
Repayment of bank borrowings . .	(15,000)	(10,015)	–	–	–
Dividends paid to non-controlling shareholders . . . . .	(83)	(7,028)	(9,638)	–	(4,666)
Capital injection from non-controlling shareholders . . . . .	8,819	2,103	3,559	800	360
Acquisition of non-controlling interests . . . . .	–	(3,607)	–	–	(1,323)
Principal portion of lease payments . . . . .	(30,198)	(34,180)	(36,475)	(17,561)	(16,459)
Interest paid . . . . .	(8,431)	(6,679)	(5,507)	(2,733)	(2,754)
Partial disposal of interests in the subsidiaries without loss of control . . . . .	–	–	1,564	–	1,932
Net cash flows from/(used in) financing activities . . . . .	<u>68,787</u>	<u>(98,406)</u>	<u>(83,097)</u>	<u>(19,494)</u>	<u>(22,910)</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS .</b>					
	<u>107,109</u>	<u>43,059</u>	<u>49,113</u>	<u>49,577</u>	<u>16,306</u>
Cash and cash equivalents at beginning of year/period . . . . .	<u>27,802</u>	<u>134,911</u>	<u>177,970</u>	<u>177,970</u>	<u>227,083</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD . . . . .</b>					
	<u>134,911</u>	<u>177,970</u>	<u>227,083</u>	<u>227,547</u>	<u>243,389</u>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>					
Cash and bank balances . . . . .	23	<u>134,911</u>	<u>177,970</u>	<u>227,083</u>	<u>243,389</u>
Cash and cash equivalents as stated in the statements of cash flows . . . . .		<u>134,911</u>	<u>177,970</u>	<u>227,083</u>	<u>243,389</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**STATEMENTS OF FINANCIAL POSITION OF THE COMPANY**

	Notes	As at 31 December			As at
		2021	2022	2023	30 June
		RMB'000	RMB'000	RMB'000	2024
				RMB'000	
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment . . . . .	13	45,757	37,663	32,673	32,560
Investment properties . . . . .		–	–	3,233	3,181
Right-of-use assets . . . . .	14	79,281	55,109	38,686	57,793
Goodwill . . . . .		2,982	2,982	2,982	2,982
Other intangible assets . . . . .		1,690	2,317	2,016	1,886
Investments in subsidiaries . . . . .	1	101,269	93,400	98,883	101,716
Prepayments, other receivables and other assets . . . . .	17	3,111	2,278	1,990	2,031
Contingent consideration . . . . .	19	2,390	–	–	–
Total non-current assets . . . . .		<u>236,480</u>	<u>193,749</u>	<u>180,463</u>	<u>202,149</u>
<b>CURRENT ASSETS</b>					
Inventories . . . . .		3,483	2,376	1,895	1,311
Trade receivables . . . . .		2,031	2,164	2,699	3,062
Prepayments, other receivables and other assets . . . . .	17	11,859	10,045	5,689	14,147
Contingent consideration . . . . .	19	–	976	–	–
Financial assets at FVTPL . . . . .	22	30,212	117	–	–
Cash and cash equivalents . . . . .	23	77,724	124,110	160,468	169,312
Total current assets . . . . .		<u>125,309</u>	<u>139,788</u>	<u>170,751</u>	<u>187,832</u>
<b>CURRENT LIABILITIES</b>					
Trade payables . . . . .	24	11,246	9,579	7,548	6,369
Other payables and accruals . . . . .	25	17,561	40,184	74,595	66,117
Redeemable preference shares . . . . .	26	–	–	112,781	112,985
Contract liabilities . . . . .	27	22,866	19,829	18,113	13,003
Interest bearing bank borrowings . . . . .	28	10,015	–	–	–
Lease liabilities . . . . .	14	23,826	20,865	16,299	14,779
Tax payable . . . . .		86	–	1,379	1,276
Total current liabilities . . . . .		<u>85,600</u>	<u>90,457</u>	<u>230,715</u>	<u>214,529</u>
<b>NET CURRENT</b>					
<b>ASSETS/(LIABILITIES) . . . . .</b>		<u>39,709</u>	<u>49,331</u>	<u>(59,964)</u>	<u>(26,697)</u>
<b>TOTAL ASSETS LESS</b>					
<b>CURRENT LIABILITIES . . . . .</b>		<u>276,189</u>	<u>243,080</u>	<u>120,499</u>	<u>175,452</u>



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	<i>Notes</i>	<b>As at 31 December</b>			<b>As at</b>
		<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>30 June</b>
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>NON-CURRENT</b>					
<b>LIABILITIES</b>					
Redeemable preference shares . . . . .	26	109,114	110,450	–	–
Contract liabilities . . . . .	27	1,033	875	836	697
Deferred tax liabilities . . . . .		159	382	305	70
Lease liabilities . . . . .	14	54,287	31,786	20,386	42,520
Total non-current liabilities . . . . .		<u>164,593</u>	<u>143,493</u>	<u>21,527</u>	<u>43,287</u>
<b>Net assets</b> . . . . .		<u>111,596</u>	<u>99,587</u>	<u>98,972</u>	<u>132,165</u>
<b>EQUITY</b>					
Share capital . . . . .	29	46,897	46,897	46,897	46,897
Reserves . . . . .	30	64,699	52,690	52,075	85,268
<b>Total equity</b> . . . . .		<u>111,596</u>	<u>99,587</u>	<u>98,972</u>	<u>132,165</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**II NOTES TO THE HISTORICAL FINANCIAL INFORMATION**

**1. CORPORATE AND GROUP INFORMATION**

Wuhan Dazhong Dental Medical Co., Ltd. is a limited liability company (the “Company”) established in the People’s Republic of China (“PRC”) on 10 July 2007. The registered office address of the Company is located at Room 5, 11/F and Rooms 601, 608-612, 6/F, Huayin Building, No. 786 Minzhu Road, Zhongnan Road Sub-District, Wuchang District, Wuhan, Hubei Province, the PRC. On 24 December 2014, the Company was converted to a joint stock company with limited liability, and a total of 20,000,000 ordinary shares with a par value of RMB1.00 each were issued and allotted to the respective shareholders of the Company according to the paid-in capital registered under the names of these shareholders on 31 December 2014.

During the Relevant Periods, the Company and its subsidiaries (together, the “Group”) were principally engaged in the dental clinic services.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are limited liability companies. The particulars of the Company’s principal subsidiaries are set out below:

Name*	Note	Place and date of incorporation/ registration and place of operations	Registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Wuhan Dazhong Dental Hospital Co., Ltd. . . . .	(a)	PRC/Wuhan, Hubei Province May 22, 2014	RMB5,000,000	100%	–	Provision of dental healthcare services
Wuhan Dazhong Hejian Baibuting Dental Clinic Co., Ltd. . . . .	(a)	PRC/Wuhan, Hubei Province August 12, 2019	RMB1,500,000	51%	–	Provision of dental healthcare services
Wuhan Dazhong Zaoyang Dental Hospital Co., Ltd. . . . .	(a)	PRC/Xiangyang, Hubei Province March 25, 2019	RMB2,600,000	51%	–	Provision of dental healthcare services
Jingzhou Dazhong Dental Medical Co., Ltd. . . . .	(a)	PRC/Jingzhou, Hubei Province January 2, 2020	RMB12,100,000	70%	–	Investment holding
Chenzhou Dazhong Furong Dental Hospital Co., Ltd. . . . .	(a)	PRC/Chenzhou, Hunan Province December 13, 2019	RMB2,000,000	51%	–	Provision of dental healthcare services
Shaoyang Dazhong Furong Dental Hospital Co., Ltd. . . . .	(a)	PRC/Shaoyang, Hunan Province December 6, 2019	RMB2,000,000	51%	–	Provision of dental healthcare services

\* The English names of the companies registered in the PRC represent the best efforts made by management of the Company to translate the Chinese names of the companies as they do not have official English names.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

*Note:*

- (a) The statutory financial statements of these entities for the year ended 31 December 2021 and 2022 prepared under PRC Generally Accepted Accounting Principles (“PRC GAAP”) were audited by Wuhan Hengfa Joint Certified Public Accountants Firm (General Partnership) (武漢恒發聯合會計師事務所(普通合夥)), certified public accountants registered in the PRC. No audited financial statements have been prepared for these entities for the year ended 31 December 2023.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year/period or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

**Company**

The carrying amounts of the Company’s investments in subsidiaries:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Investments, at cost . . . . .	<u>101,269</u>	<u>93,400</u>	<u>98,883</u>	<u>101,716</u>

**2.1 BASIS OF PREPARATION**

The Historical Financial Information has been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”). All IFRSs effective for the accounting period commencing from 1 January 2024, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information consistently throughout the Relevant Periods, and in the period covered by the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention, except for certain financial assets at FVTPL, contingent consideration and financial liabilities at FVTPL which have been measured at fair value.

The Historical Financial Information has been prepared on the assumption that the Group will continue as a going concern. The board of directors of the Company has given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

**Basis of consolidation**

The Historical Financial Information includes the financial information of the Group for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

## APPENDIX I

## ACCOUNTANTS’ REPORT

The financial statements of the subsidiaries are prepared for the same Relevant Periods and the six months ended 30 June 2024 as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, and any non-controlling interest; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### 2.2 ISSUED BUT NOT YET EFFECTIVE IFRSs

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in this Historical Financial Information. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments<sup>2</sup></i>
IFRS 18	<i>Presentation and Disclosure in Financial Statements<sup>3</sup></i>
IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures<sup>3</sup></i>
Amendments to IAS 21	<i>Lack of Exchangeability<sup>1</sup></i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>4</sup></i>
Annual Improvements to IFRS Accounting Standards — Volume 11	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7<sup>2</sup></i>

1 Effective for annual periods beginning on or after 1 January 2025

2 Effective for annual periods beginning on or after 1 January 2026

3 Effective for annual periods beginning on or after 1 January 2027

4 No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application and has concluded that the adoption of them will not have a material impact on the Group’s financial position and financial performance.

## APPENDIX I

## ACCOUNTANTS' REPORT

### 2.3 MATERIAL ACCOUNTING POLICIES

#### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

## APPENDIX I

## ACCOUNTANTS' REPORT

### Fair value measurement

The Group measures its wealth management products, contingent consideration, other equity instrument investment, contingent consideration and redeemable preference shares at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**Property, plant and equipment and depreciation**

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Categories	Principal annual rates
Buildings . . . . .	3.17%
Medical equipment . . . . .	19%
Furniture and fixtures . . . . .	19% to 31.67%
Motor vehicles . . . . .	19%
Leasehold improvements . . . . .	The shorter of the useful life and the lease term

## APPENDIX I

## ACCOUNTANTS' REPORT

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and any impairment losses.

The investment properties are depreciated on a straight-line basis at the rate of 3.17% per annum with the estimated residual value of 5% of the cost.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives. The principal estimated useful lives of intangible assets are as follows:

Category	Estimated useful lives
Software . . . . .	5 to 10 years

The estimated useful life of the Group's software is based on the purchase contract or the useful life of similar software in the market.

### Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



## APPENDIX I

## ACCOUNTANTS' REPORT

### *Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### *(a) Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Categories	Estimated useful lives
Clinic and office premises . . . . .	2 to 16.5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

#### *(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

#### *(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

### *Group as a lessor*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

## APPENDIX I

## ACCOUNTANTS’ REPORT

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at FVTPL.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

#### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

##### *Financial assets at FVTPL*

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVTPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVTPL.

## APPENDIX I

## ACCOUNTANTS' REPORT

### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### ***General approach***

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 30 to 60 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## APPENDIX I

## ACCOUNTANTS' REPORT

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below:

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### *Simplified approach*

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### **Financial liabilities**

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as redeemable preference shares, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, interest-bearing bank borrowings, redeemable preference shares and financial liabilities included in other payables and accruals.

#### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

##### *Financial liabilities at FVTPL ("Redeemable preference shares")*

Financial liabilities designated upon initial recognition as at FVTPL are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at FVTPL are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

##### *Financial liabilities at amortised cost (trade and other payables, and borrowings)*

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

## **APPENDIX I**

## **ACCOUNTANTS' REPORT**

### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the specific identification basis and comprises all cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### **Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

### **Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the Relevant Periods of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

### **Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## APPENDIX I

## ACCOUNTANTS' REPORT

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and;
- in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and;
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### **Treasury shares**

Own equity instruments which are reacquired and held by the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

### **Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

### **Revenue recognition**

#### ***Revenue from contracts with customers***

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

## APPENDIX I

## ACCOUNTANTS’ REPORT

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15. For contracts where the period between the payment by the customer and the transfer of the promised service exceeds one year, the transaction price is adjusted for the effects of a financing component, if significant.

Revenue from the rendering of dental services is recognised over time because the customers simultaneously receive and consume the benefits provided by the Group.

- (a) Revenue from the rendering of orthodontics and implantology services is recognised over time, using an input method to measure progress towards complete satisfaction of the services. The input method recognises revenue on the basis of the staff costs and cost of inventories, consumables and customised products expended relative to the total expected costs to complete the service.
- (b) Revenue from the rendering of general dentistry services is recognised when the services have been rendered, given that such dental services are generally completed within a very short period of time.

Revenue from sales of goods is recognised when control of the goods has transferred, being when the goods are delivered to the customers.

### *Other income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

### **Contract liabilities**

A contract liability is the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

### **Other employee benefits**

#### *Pension scheme*

The employees of the Group’s subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to statements of profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### *Housing fund — Chinese Mainland*

The Group contributes on a monthly basis to a defined contribution housing fund plan operated by the local municipal government. Contributions to this plan by the Group are expensed as incurred.

### **Share-based payments**

The Company operates a restricted share scheme. Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the discounted cash flow and equity allocation method, further details of which are given in note II 31 to the financial statements.

## APPENDIX I

## ACCOUNTANTS' REPORT

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### **Dividends**

Dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed dividends are disclosed in the notes to the Historical Financial Information.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### ***Allocation of goodwill to groups of cash-generating units***

The Group accounted for these business combinations by applying the acquisition method and recognised goodwill. The Group has determined that for the purpose of impairment testing of goodwill, goodwill is allocated to one group of cash-generating units which represents the entire business of the Group that are expected to benefit from the synergies of the combination with the consideration that it is the lowest level within the Group at which the goodwill is monitored for internal management purpose.



## APPENDIX I

## ACCOUNTANTS’ REPORT

### *Revenue from contracts with customers*

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

The Group concluded that revenue from the rendering of dental services is to be recognised over time because customers simultaneously receive and consume the benefits provided by the Group.

The Group determined that the input method is the best method in measuring the progress of orthodontics services and implantology services because there is a direct relationship between the Group’s effort (i.e., staff costs and cost of inventories, consumables and customised products incurred) and the transfer of services to the customers. The Group recognises revenue on the basis of incurred cost, including the staff costs and cost of inventories, consumables and customised products expended relative to the total expected costs to complete the service.

### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

### *Recognition of income taxes and deferred tax assets*

Determining income tax provision involves judgment on the future tax treatment of certain transactions and when certain matters relating to the income taxes have not been confirmed by the local tax bureau. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised in respect of deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the losses can be utilised, management’s judgement is required to assess the probability of future taxable profits. Management’s assessment is revised as necessary and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. Further details are included in note II 18 to the Historical Financial Information.

### *Leases — Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

### *Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

*Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note II 15 to the Historical Financial Information.

*Fair value of redeemable preference shares*

The redeemable preference shares issued by the Group are not traded in an active market and the respective fair values are determined by using the equity allocation method. Key inputs used in valuing the underlying equity value are set forth in detail in note II 26 to the Historical Financial Information. The carrying amounts of redeemable preference shares as at 31 December 2021, 2022 and 2023 and 30 June 2024 were RMB109,114,000, RMB110,450,000, RMB112,781,000, and RMB112,985,000, respectively.

*Fair value measurement of share-based payments*

The Group has set up a restricted share scheme to the Group’s employees. Also, restricted shares were granted to the Company’s directors, the Group’s employees. The fair value of the restricted shares are determined by the discounted cash flow and equity allocation method at the grant dates, respectively. Significant estimates on assumptions, including the underlying equity value, discount rate, expected volatility, and dividend yield, are made by management. Further details are included in note II 31 to the Historical Financial Information.

**4. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is not organised into business units based on their services and only has one reportable operating segment. Management monitors the operating results of the Group’s operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

**Geographical information**

During the Relevant Periods, all of the Group’s revenue was derived from customers located in Chinese Mainland and all of the Group’s non-current assets were located in Chinese Mainland, and therefore geographical information is presented in accordance with IFRS 8 *Operation Segments*.

**Information about major customers**

No revenue from the Group’s sales to a single customer amounted to 10% or more of the Group’s revenue during the Relevant Periods.

**5. REVENUE, OTHER INCOME AND GAINS/(LOSSES), NET**

An analysis of revenue is as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue from contracts with customers . . . . .	380,750	409,444	441,841	213,359	204,549

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**Revenue from contracts with customers**

**(a) Disaggregated revenue information**

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
<b>Type of goods or services</b>					
Orthodontics services . . . . .	69,155	80,190	81,769	34,758	33,940
Implantology services . . . . .	107,799	116,728	122,984	61,283	59,831
General dentistry services . . . . .	203,796	212,526	237,088	117,318	110,778
Total . . . . .	<u>380,750</u>	<u>409,444</u>	<u>441,841</u>	<u>213,359</u>	<u>204,549</u>
<b>Geographical market</b>					
Chinese Mainland . . . . .	<u>380,750</u>	<u>409,444</u>	<u>441,841</u>	<u>213,359</u>	<u>204,549</u>
<b>Timing of revenue recognition</b>					
Services transferred over time . . . . .	380,668	409,374	441,757	213,313	204,510
Goods transferred at a point in time . . . . .	82	70	84	46	39
Total . . . . .	<u>380,750</u>	<u>409,444</u>	<u>441,841</u>	<u>213,359</u>	<u>204,549</u>

The following table shows the amounts of revenue recognised in the Relevant Periods and the six months ended 30 June 2023 that were included in the contract liabilities at the beginning of each of the Relevant Periods:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the year/period:					
Rendering orthodontics services . . . . .	9,624	15,127	15,549	9,361	9,700
Rendering implantology services . . . . .	17,948	36,974	33,961	18,674	20,645
Total . . . . .	<u>27,572</u>	<u>52,101</u>	<u>49,510</u>	<u>28,035</u>	<u>30,345</u>

**(b) Performance obligations**

Information about the Group’s performance obligations is summarised below:

*Orthodontics and implantology services*

The performance obligation of orthodontics and implantology services is satisfied over time when the services are rendered, and advances are normally required before rendering the services. Since the patient simultaneously receives and consumes the benefits of the Group’s performance in the medical treatment, the relevant revenue of the orthodontics and implantology services is recognised over the period of the contracts by reference to the progress towards complete satisfaction of that performance obligation.

*General dentistry services*

The performance obligation of general dentistry services is satisfied over time when services are rendered.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

*Sale of goods*

The performance obligation is satisfied upon delivery of the goods and payment.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) are as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Amounts expected to be recognised as revenue:					
Within one year . . . . .	52,101	49,510	52,897	54,216	45,657
After one year . . . . .	1,882	1,728	2,099	1,917	1,820
Total . . . . .	<u>53,983</u>	<u>51,238</u>	<u>54,996</u>	<u>56,133</u>	<u>47,477</u>

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to dentistry services, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

An analysis of other income and gains/(losses), net, is as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
<b>Other income</b>					
Bank interest income . . . . .	248	649	868	289	269
Government grants*. . . . .	1,136	1,503	490	185	466
Rental income . . . . .	873	504	270	139	180
Total other income . . . . .	<u>2,257</u>	<u>2,656</u>	<u>1,628</u>	<u>613</u>	<u>915</u>
<b>Other gains/(losses), net</b>					
Investment income from wealth management products . . . . .	923	2,425	2,693	1,463	1,527
Fair value gains on wealth management products . . . . .	227	–	–	–	–
Fair value loss on an equity investment at FVTPL . . . . .	–	–	(117)	(117)	–
Fair value adjustment on contingent consideration. . . . .	90	47	24	24	–
Reversal of impairment/ (impairment) of trade receivables and other receivables, net . . . . .	62	(54)	(178)	(187)	(35)
Gain arising from lease modification . . . . .	77	714	386	–	453
Gain on disposal of subsidiaries (note II 33). . . . .	–	1,612	–	–	–
Others . . . . .	10	141	28	3	381
Total gains . . . . .	<u>1,389</u>	<u>4,885</u>	<u>2,836</u>	<u>1,186</u>	<u>2,326</u>
Total other income and gains . . . . .	<u>3,646</u>	<u>7,541</u>	<u>4,464</u>	<u>1,799</u>	<u>3,241</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

\* Government grants have been received from the PRC local government authorities for the purpose of encouraging business development of local enterprises. There are no unfulfilled conditions related to these government grants.

**6. PROFIT BEFORE TAX**

The Group’s profit before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December			Six months ended 30 June	
		2021	2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Cost of inventories, consumables and customised products sold . . . . .		75,629	71,559	75,238	35,238	32,996
Depreciation of property, plant and equipment . . .	13	24,549	24,048	23,098	10,501	9,569
Depreciation of right-of-use assets . . . .	14(a)	38,092	38,971	37,519	18,410	18,629
Amortisation of other intangible assets . . . . .	16	223	267	308	155	149
Total . . . . .		<u>138,493</u>	<u>134,845</u>	<u>136,163</u>	<u>64,304</u>	<u>61,343</u>
Lease payments not included in the measurement of lease liabilities . . . . .	14(c)	3,026	2,026	932	–	–
Auditor’s remuneration . . .		250	200	200	–	–
Employee benefit expense:						
– Wages, salaries and allowances . . . . .		148,164	138,127	150,009	74,315	72,122
– Share-based payment expenses . . . . .	31	1,388	1,525	1,053	809	785
– Pension scheme contributions . . . . .		7,357	7,408	7,843	3,806	4,112
– Other employee benefits . . . . .		8,245	8,433	8,368	4,107	4,392
Total . . . . .		<u>165,154</u>	<u>155,493</u>	<u>167,273</u>	<u>83,037</u>	<u>81,411</u>
Fair value losses on redeemable preference shares . . . . .	26	3,708	1,336	2,331	1,487	204
Loss on disposal of property, plant and equipment . . . . .		855	217	522	255	29

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**7. FINANCE COSTS**

An analysis of finance costs is as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Interest on bank loans . . .	505	125	–	–	–
Interest on lease liabilities <i>(note II 14(c)) . . . . .</i>	7,926	6,554	5,507	2,733	2,754
Total . . . . .	<u>8,431</u>	<u>6,679</u>	<u>5,507</u>	<u>2,733</u>	<u>2,754</u>

**8. DIRECTORS’, SUPERVISORS’ AND CHIEF EXECUTIVE’S REMUNERATION**

The aggregate amounts of remuneration of the directors, supervisors and chief executives for the Relevant Periods and the six months ended 30 June 2023 are set out below:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Wages, salaries and allowances . . . . .	2,300	2,950	3,383	1,215	1,330
Share-based payment expenses . . . . .	319	319	319	159	159
Pension scheme contributions . . . . .	44	34	31	18	6
Other employee benefits . .	102	108	125	64	60
Total . . . . .	<u>2,765</u>	<u>3,411</u>	<u>3,858</u>	<u>1,456</u>	<u>1,555</u>

**(a) Independent non-executive directors**

There were no emoluments payable to the independent non-executive directors during the Relevant Periods and the six months ended 30 June 2023.

**(b) Executive directors, supervisors and the chief executive**

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expenses	Pension scheme contributions	Other employee benefits	Total remuneration
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
2021					
Executive directors:					
Ms. Shen Hongmin . . . . .	579	–	–	29	608
Mr. Wang Hong . . . . .	509	–	12	31	552
Mr. Zhou Xianlue . . . . .	504	186	–	–	690
Ms. Yan Junxin . . . . .	397	36	11	22	466
Chief executive:					
Mr. Yao Xue . . . . .	–	–	–	–	–
Supervisors:					
Mr. He Xiangdong . . . . .	204	93	10	10	317
Ms. Yan Ge . . . . .	107	4	11	10	132
Ms. Wang Li . . . . .	–	–	–	–	–
Total . . . . .	<u>2,300</u>	<u>319</u>	<u>44</u>	<u>102</u>	<u>2,765</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expenses	Pension scheme contributions	Other employee benefits	Total remuneration
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
2022					
Executive directors:					
Ms. Shen Hongmin . . . . .	822	–	–	33	855
Mr. Wang Hong . . . . .	819	–	11	36	866
Mr. Zhou Xianlue . . . . .	732	186	–	–	918
Ms. Yan Junxin . . . . .	444	36	11	25	516
Chief executive:					
Mr. Yao Xue . . . . .	–	–	–	–	–
Supervisors:					
Mr. He Xiangdong . . . . .	18	93	1	2	114
Ms. Yan Ge . . . . .	115	4	11	12	142
Ms. Wang Li . . . . .	–	–	–	–	–
Total . . . . .	<u>2,950</u>	<u>319</u>	<u>34</u>	<u>108</u>	<u>3,411</u>

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expenses	Pension scheme contributions	Other employee benefits	Total remuneration
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
2023					
Executive directors:					
Ms. Shen Hongmin . . . . .	841	–	–	36	877
Mr. Wang Hong . . . . .	868	–	5	38	911
Mr. Zhou Xianlue . . . . .	767	186	–	–	953
Ms. Yan Junxin . . . . .	442	36	12	26	516
Chief executive:					
Mr. Yao Xue . . . . .	–	–	–	–	–
Supervisors:					
Mr. He Xiangdong . . . . .	347	93	11	16	467
Ms. Yan Ge . . . . .	118	4	3	9	134
Ms. Wang Li . . . . .	–	–	–	–	–
Total . . . . .	<u>3,383</u>	<u>319</u>	<u>31</u>	<u>125</u>	<u>3,858</u>

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expenses	Pension scheme contributions	Other employee benefits	Total remuneration
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The six months ended					
30 June 2023					
(unaudited)					
Executive directors:					
Ms. Shen Hongmin . . . . .	268	–	–	18	286
Mr. Wang Hong . . . . .	288	–	3	19	310
Mr. Zhou Xianlue . . . . .	261	93	–	–	354
Ms. Yan Junxin . . . . .	155	18	6	13	192
Chief executive:					
Mr. Yao Xue . . . . .	–	–	–	–	–
Supervisors:					
Mr. He Xiangdong . . . . .	184	46	6	9	245
Ms. Yan Ge . . . . .	59	2	3	5	69
Ms. Wang Li . . . . .	–	–	–	–	–
Total . . . . .	<u>1,215</u>	<u>159</u>	<u>18</u>	<u>64</u>	<u>1,456</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expenses	Pension scheme contributions	Other employee benefits	Total remuneration
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The six months ended					
30 June 2024					
Executive directors:					
Ms. Shen Hongmin . . . . .	286	–	–	18	304
Mr. Wang Hong . . . . .	284	–	–	18	302
Mr. Zhou Xianlue . . . . .	249	93	–	–	342
Ms. Yan Junxin . . . . .	249	18	6	19	292
Chief executive:					
Mr. Yao Xue . . . . .	–	–	–	–	–
Supervisors:					
Mr. He Xiangdong . . . . .	202	46	–	3	251
Ms. Yan Ge . . . . .	60	2	–	2	64
Ms. Wang Li . . . . .	–	–	–	–	–
Total . . . . .	<u>1,330</u>	<u>159</u>	<u>6</u>	<u>60</u>	<u>1,555</u>

**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the Relevant Periods and the six months ended 30 June 2023 included two directors, three directors, two directors, two directors and no director, details of whose remuneration are set out in note II 8 to the Historical Financial Information. Details of the remuneration of the remaining highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
Wages, salaries and allowances . . . . .	1,874	1,681	2,649	1,987	1,051
Share-based payment expenses . . . . .	90	102	145	68	34
Pension scheme contributions . . . . .	35	12	24	24	18
Other employee benefits . . . . .	52	30	45	50	40
Total . . . . .	<u>2,051</u>	<u>1,825</u>	<u>2,863</u>	<u>2,129</u>	<u>1,143</u>

The numbers of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands are as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
				<i>(unaudited)</i>	
HK\$1 to HK\$500,001 . . . . .	1	–	–	4	3
HK\$500,001 to HK\$1,000,000 . . . . .	2	2	3	1	–
Total . . . . .	<u>3</u>	<u>2</u>	<u>3</u>	<u>5</u>	<u>3</u>



## APPENDIX I

## ACCOUNTANTS’ REPORT

### 10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

#### Chinese Mainland

Under the Law of PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of PRC subsidiaries is 25% unless subject to tax exemption set out below.

The Company was accredited as a “High and New Technology Enterprise” in 2020 and the qualification was subsequently renewed in 2023, and therefore the Company was entitled to a preferential EIT rate of 15% for the Relevant Periods and the six months ended 30 June 2023. “High and New Technology Enterprise” qualifications are subject to review by the relevant tax authority in the PRC every three years.

Pursuant to Caishui [2021] No. 12 “Circular of the Ministry of Finance, the State Administration of Taxation Issued on the Implementation of Preferential Income Tax Policies for Small Low-profit Enterprises” (財政部稅務總局關於實施小微企業和個體工商戶所得稅優惠政策的公告), for certain subsidiaries, the portion of annual taxable income less than RMB1,000,000 and the portion of annual taxable income more than RMB1,000,000 but less than RMB3,000,000, will be included in the actual taxable income at 12.5% and 25% respectively, based on which the enterprise income tax payable will be calculated at the reduced tax rate of 20%. This policy has taken effect on 1 January 2021 and expired on 31 December 2022.

In addition, pursuant to Caishui [2023] No. 6 “Circular of the Ministry of Finance, the State Administration of Taxation Issued on the Implementation of Preferential Income Tax Policies for Small Low-profit Enterprises” (財政部稅務總局關於實施小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries whose annual taxable income less than RMB1,000,000 will be included in the actual taxable income at 25%, based on which the enterprise income tax payable will be calculated at the reduced tax rate of 20%. This policy has taken effect on 1 January 2023. According to Announcement No. 12 [2023] of the Ministry of Finance and the State Taxation Administration (財政部、國家稅務總局公告關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告), small low-profit enterprises calculate their annual taxable income at a reduced rate of 25% and pay enterprise income tax at a rate of 20%, and this policy has been extended till 31 December 2027.

The income tax charge of the Group for the Relevant Periods and the six months ended 30 June 2023 is analysed as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				<i>(unaudited)</i>	
Current — Chinese Mainland					
Charge for the year/period . . .	4,617	6,612	11,769	6,362	5,474
Overprovision in prior years . .	—	(57)	(25)	—	—
Deferred ( <i>note II 18</i> ) . . . . .	307	501	126	(366)	(868)
Total tax charge . . . . .	<u>4,924</u>	<u>7,056</u>	<u>11,870</u>	<u>5,996</u>	<u>4,606</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

A reconciliation of the tax charge applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of the Group’s subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rates to the effective tax rates, is as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Profit before tax . . . . .	19,662	63,506	78,908	38,339	33,851
Tax at the statutory tax rate of 25% . . . . .	4,916	15,877	19,727	9,585	8,463
Preferential tax rates enacted by local authority . . . . .	(2,822)	(6,267)	(7,766)	(3,737)	(4,792)
Income not subjected to tax . . . . .	(156)	(3,132)	–	–	–
Expenses not deductible for tax . . . . .	1,628	1,038	1,011	614	292
Adjustments in respect of current tax of previous periods . . . . .	–	(57)	(25)	–	–
Additional deductible allowance for research and development expenses . . . . .	(1,257)	(1,329)	(1,686)	(828)	(826)
Tax losses not recognised . . . . .	2,615	926	609	362	1,469
Tax charge at the Group’s effective tax rate . . . . .	<u>4,924</u>	<u>7,056</u>	<u>11,870</u>	<u>5,996</u>	<u>4,606</u>

**11. DIVIDENDS**

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Dividends paid by the Company . . . . .	–	39,000	36,600	–	–

No dividend has been declared by the Company to its ordinary shareholders for the year ended 31 December 2020 and no dividend has been paid for the year ended 31 December 2021.

In June 2022, the Company’s shareholders approved the “2021 Annual Profit Distribution Plan” at the annual general meeting, pursuant to which an aggregate amount of RMB39,000,000 was paid in July 2022 to shareholders of the Company.

In June 2023, the Company’s shareholders approved the “2022 Annual Profit Distribution Plan” at the annual general meeting, pursuant to which an aggregate amount of RMB36,600,000 was paid in July 2023 to shareholders of the Company.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT**

The calculation of the basic earnings per share amounts is based on the profit for the year/period attributable to ordinary equity holders of the parent, and the weighted average numbers of the shares in issue during the Relevant Periods and the six months ended 30 June 2023. As the Group had no potentially dilutive ordinary shares in issue during the Relevant Periods, no adjustment has been made on the basic earnings per share amounts presented for the Relevant Periods and the six months ended 30 June.

The weighted average numbers of shares for the purpose of basic/diluted earnings per share for the Relevant Periods and the six months ended 30 June are based on the weighted average numbers of shares have been issued.

The calculation of basic and diluted earnings per share is based on:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
<b>Earnings</b>					
Profit attributable to ordinary equity holders of the parent: . . . . .	17,140	43,342	50,069	25,095	20,423
Less: profit attributable to treasury shares . . . . .	<u>2,102</u>	<u>5,315</u>	<u>6,140</u>	<u>3,077</u>	<u>2,475</u>
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation: . . . . .	<u>15,038</u>	<u>38,027</u>	<u>43,929</u>	<u>22,018</u>	<u>17,948</u>
<b>Shares</b>					
Weighted average number of ordinary shares in issue during the year/period used in the basic earnings per share calculation . . . . .	<u>37,896</u>	<u>41,146</u>	<u>41,146</u>	<u>41,146</u>	<u>41,146</u>

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**13. PROPERTY, PLANT AND EQUIPMENT**

Group	Buildings	Medical equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Leasehold improvements	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2021</b>							
At 1 January 2021:							
Cost . . . . .	26,193	55,957	10,186	359	4,646	50,487	147,828
Accumulated depreciation . . . . .	<u>(5,235)</u>	<u>(26,764)</u>	<u>(4,951)</u>	<u>(221)</u>	–	<u>(22,076)</u>	<u>(59,247)</u>
Net carrying amount . . . . .	<u>20,958</u>	<u>29,193</u>	<u>5,235</u>	<u>138</u>	<u>4,646</u>	<u>28,411</u>	<u>88,581</u>
At 1 January 2021, net of accumulated depreciation . . . . .							
20,958	29,193	5,235	138	4,646	28,411	88,581	
Additions . . . . .	–	13,635	6,168	750	13,683	2,202	36,438
Disposals . . . . .	–	(840)	(253)	(9)	–	–	(1,102)
Depreciation provided during the year . . . . .	(829)	(10,024)	(2,502)	(63)	–	(11,131)	(24,549)
Transfers . . . . .	–	1,071	–	–	(14,532)	13,461	–
At 31 December 2021, net of accumulated depreciation . . . . .	<u>20,129</u>	<u>33,035</u>	<u>8,648</u>	<u>816</u>	<u>3,797</u>	<u>32,943</u>	<u>99,368</u>
At 31 December 2021:							
Cost . . . . .	26,193	67,716	15,579	922	3,797	66,150	180,357
Accumulated depreciation . . . . .	<u>(6,064)</u>	<u>(34,681)</u>	<u>(6,931)</u>	<u>(106)</u>	–	<u>(33,207)</u>	<u>(80,989)</u>
Net carrying amount . . . . .	<u>20,129</u>	<u>33,035</u>	<u>8,648</u>	<u>816</u>	<u>3,797</u>	<u>32,943</u>	<u>99,368</u>
<b>31 December 2022</b>							
At 1 January 2022:							
Cost . . . . .	26,193	67,716	15,579	922	3,797	66,150	180,357
Accumulated depreciation . . . . .	<u>(6,064)</u>	<u>(34,681)</u>	<u>(6,931)</u>	<u>(106)</u>	–	<u>(33,207)</u>	<u>(80,989)</u>
Net carrying amount . . . . .	<u>20,129</u>	<u>33,035</u>	<u>8,648</u>	<u>816</u>	<u>3,797</u>	<u>32,943</u>	<u>99,368</u>
At 1 January 2022, net of accumulated depreciation . . . . .							
20,129	33,035	8,648	816	3,797	32,943	99,368	
Additions . . . . .	–	4,991	2,071	–	6,087	14	13,163
Disposals . . . . .	–	(1,082)	(268)	(9)	–	(844)	(2,203)
Disposal of subsidiaries (note II 33) . . . . .	–	(3,186)	(626)	(62)	–	(5,826)	(9,700)
Depreciation provided during the year . . . . .	(830)	(9,515)	(2,987)	(169)	–	(10,547)	(24,048)
Transfers . . . . .	–	–	–	–	(9,526)	9,526	–
At 31 December 2022, net of accumulated depreciation . . . . .	<u>19,299</u>	<u>24,243</u>	<u>6,838</u>	<u>576</u>	<u>358</u>	<u>25,266</u>	<u>76,580</u>
At 31 December 2022:							
Cost . . . . .	26,193	63,391	15,569	815	358	63,827	170,153
Accumulated depreciation . . . . .	<u>(6,894)</u>	<u>(39,148)</u>	<u>(8,731)</u>	<u>(239)</u>	–	<u>(38,561)</u>	<u>(93,573)</u>
Net carrying amount . . . . .	<u>19,299</u>	<u>24,243</u>	<u>6,838</u>	<u>576</u>	<u>358</u>	<u>25,266</u>	<u>76,580</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

<b>Group</b>	<b>Buildings</b>	<b>Medical equipment</b>	<b>Furniture and fixtures</b>	<b>Motor vehicles</b>	<b>Construction in progress</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2023</b>							
At 1 January 2023:							
Cost . . . . .	26,193	63,391	15,569	815	358	63,827	170,153
Accumulated depreciation . . . . .	(6,894)	(39,148)	(8,731)	(239)	—	(38,561)	(93,573)
Net carrying amount . . . . .	<u>19,299</u>	<u>24,243</u>	<u>6,838</u>	<u>576</u>	<u>358</u>	<u>25,266</u>	<u>76,580</u>
At 1 January 2023, net of							
accumulated depreciation . . . . .	19,299	24,243	6,838	576	358	25,266	76,580
Additions . . . . .	3,285	6,575	2,007	—	5,069	584	17,520
Acquisition of subsidiaries							
(note II 32) . . . . .	—	1,967	289	—	—	2,096	4,352
Disposals . . . . .	—	(752)	(345)	(1)	—	—	(1,098)
Depreciation provided during							
the year . . . . .	(864)	(9,236)	(2,962)	(155)	—	(9,881)	(23,098)
Transfers . . . . .	—	—	—	—	(2,997)	2,997	—
At 31 December 2023, net of							
accumulated depreciation . . . . .	<u>21,720</u>	<u>22,797</u>	<u>5,827</u>	<u>420</u>	<u>2,430</u>	<u>21,062</u>	<u>74,256</u>
At 31 December 2023:							
Cost . . . . .	29,478	65,782	16,515	812	2,430	68,650	183,667
Accumulated depreciation . . . . .	(7,758)	(42,985)	(10,688)	(392)	—	(47,588)	(109,411)
Net carrying amount . . . . .	<u>21,720</u>	<u>22,797</u>	<u>5,827</u>	<u>420</u>	<u>2,430</u>	<u>21,062</u>	<u>74,256</u>
<b>Group</b>	<b>Buildings</b>	<b>Medical equipment</b>	<b>Furniture and fixtures</b>	<b>Motor vehicles</b>	<b>Construction in progress</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>30 June 2024</b>							
At 1 January 2024:							
Cost . . . . .	29,478	65,782	16,515	812	2,430	68,650	183,667
Accumulated depreciation . . . . .	(7,758)	(42,985)	(10,688)	(392)	—	(47,588)	(109,411)
Net carrying amount . . . . .	<u>21,720</u>	<u>22,797</u>	<u>5,827</u>	<u>420</u>	<u>2,430</u>	<u>21,062</u>	<u>74,256</u>
At 1 January 2024, net of							
accumulated depreciation . . . . .	21,720	22,797	5,827	420	2,430	21,062	74,256
Additions . . . . .	—	937	345	241	7,055	—	8,578
Disposals . . . . .	—	(1,028)	(289)	(16)	—	—	(1,333)
Depreciation provided during							
the period . . . . .	(415)	(3,168)	(1,061)	(72)	—	(4,853)	(9,569)
Transfers . . . . .	—	—	345	—	(7,060)	6,715	—
At 30 June 2024, net of							
accumulated depreciation . . . . .	<u>21,305</u>	<u>19,538</u>	<u>5,167</u>	<u>573</u>	<u>2,425</u>	<u>22,924</u>	<u>71,932</u>
At 30 June 2024:							
Cost . . . . .	29,478	62,948	16,085	1,003	2,425	73,897	185,836
Accumulated depreciation . . . . .	(8,173)	(43,410)	(10,918)	(430)	—	(50,973)	(113,904)
Net carrying amount . . . . .	<u>21,305</u>	<u>19,538</u>	<u>5,167</u>	<u>573</u>	<u>2,425</u>	<u>22,924</u>	<u>71,932</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

<b>Company</b>	<b>Buildings</b>	<b>Medical equipment</b>	<b>Furniture and fixtures</b>	<b>Motor vehicles</b>	<b>Construction in progress</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2021</b>							
At 1 January 2021:							
Cost . . . . .	26,193	35,617	6,205	279	138	24,310	92,742
Accumulated depreciation . . . . .	(5,235)	(20,507)	(3,874)	(198)	—	(15,628)	(45,442)
Net carrying amount . . . . .	<u>20,958</u>	<u>15,110</u>	<u>2,331</u>	<u>81</u>	<u>138</u>	<u>8,682</u>	<u>47,300</u>
At 1 January 2021, net of							
accumulated depreciation . . . . .	20,958	15,110	2,331	81	138	8,682	47,300
Additions . . . . .	—	3,792	2,259	681	3,353	600	10,685
Disposals . . . . .	—	(118)	(39)	(9)	—	—	(166)
Depreciation provided during the year . . . . .	(829)	(5,660)	(1,087)	(45)	—	(4,441)	(12,062)
Transfers . . . . .	—	—	—	—	(1,946)	1,946	—
At 31 December 2021, net of accumulated depreciation . . . . .	<u>20,129</u>	<u>13,124</u>	<u>3,464</u>	<u>708</u>	<u>1,545</u>	<u>6,787</u>	<u>45,757</u>
At 31 December 2021:							
Cost . . . . .	26,193	39,291	8,425	773	1,545	26,856	103,083
Accumulated depreciation . . . . .	(6,064)	(26,167)	(4,961)	(65)	—	(20,069)	(57,326)
Net carrying amount . . . . .	<u>20,129</u>	<u>13,124</u>	<u>3,464</u>	<u>708</u>	<u>1,545</u>	<u>6,787</u>	<u>45,757</u>

<b>Company</b>	<b>Buildings</b>	<b>Medical equipment</b>	<b>Furniture and fixtures</b>	<b>Motor vehicles</b>	<b>Construction in progress</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2022</b>							
At 1 January 2022:							
Cost . . . . .	26,193	39,291	8,425	773	1,545	26,856	103,083
Accumulated depreciation . . . . .	(6,064)	(26,167)	(4,961)	(65)	—	(20,069)	(57,326)
Net carrying amount . . . . .	<u>20,129</u>	<u>13,124</u>	<u>3,464</u>	<u>708</u>	<u>1,545</u>	<u>6,787</u>	<u>45,757</u>
At 1 January 2022, net of							
accumulated depreciation . . . . .	20,129	13,124	3,464	708	1,545	6,787	45,757
Additions . . . . .	—	1,128	505	—	2,001	—	3,634
Disposals . . . . .	—	(1,093)	(120)	(9)	—	(586)	(1,808)
Depreciation provided during the year . . . . .	(830)	(4,403)	(1,213)	(152)	—	(3,322)	(9,920)
Transfers . . . . .	—	—	—	—	(3,546)	3,546	—
At 31 December 2022, net of accumulated depreciation . . . . .	<u>19,299</u>	<u>8,756</u>	<u>2,636</u>	<u>547</u>	<u>—</u>	<u>6,425</u>	<u>37,663</u>
At 31 December 2022:							
Cost . . . . .	26,193	34,927	7,789	731	—	27,549	97,189
Accumulated depreciation . . . . .	(6,894)	(26,171)	(5,153)	(184)	—	(21,124)	(59,526)
Net carrying amount . . . . .	<u>19,299</u>	<u>8,756</u>	<u>2,636</u>	<u>547</u>	<u>—</u>	<u>6,425</u>	<u>37,663</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

Company	Buildings	Medical equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Leasehold improvements	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2023</b>							
At 1 January 2023:							
Cost . . . . .	26,193	34,927	7,789	731	–	27,549	97,189
Accumulated depreciation . . . . .	<u>(6,894)</u>	<u>(26,171)</u>	<u>(5,153)</u>	<u>(184)</u>	<u>–</u>	<u>(21,124)</u>	<u>(59,526)</u>
Net carrying amount . . . . .	<u>19,299</u>	<u>8,756</u>	<u>2,636</u>	<u>547</u>	<u>–</u>	<u>6,425</u>	<u>37,663</u>
At 1 January 2023, net of							
accumulated depreciation . . . . .	19,299	8,756	2,636	547	–	6,425	37,663
Additions . . . . .	3,285	1,252	495	–	798	–	5,830
Disposals . . . . .	–	(292)	(36)	–	–	–	(328)
Depreciation provided during the year . . . . .	(829)	(3,005)	(1,081)	(139)	–	(2,153)	(7,207)
Transfers . . . . .	–	–	–	–	(259)	259	–
Transfer to investment properties . . . . .	<u>(3,285)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(3,285)</u>
At 31 December 2023, net of accumulated depreciation . . . . .	<u>18,470</u>	<u>6,711</u>	<u>2,014</u>	<u>408</u>	<u>539</u>	<u>4,531</u>	<u>32,673</u>
At 31 December 2023:							
Cost . . . . .	26,193	32,395	7,706	731	539	27,808	95,372
Accumulated depreciation . . . . .	<u>(7,723)</u>	<u>(25,684)</u>	<u>(5,692)</u>	<u>(323)</u>	<u>–</u>	<u>(23,277)</u>	<u>(62,699)</u>
Net carrying amount . . . . .	<u>18,470</u>	<u>6,711</u>	<u>2,014</u>	<u>408</u>	<u>539</u>	<u>4,531</u>	<u>32,673</u>

Company	Buildings	Medical equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Leasehold improvements	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>30 June 2024</b>							
At 1 January 2024:							
Cost . . . . .	26,193	32,395	7,706	731	539	27,808	95,372
Accumulated depreciation . . . . .	<u>(7,723)</u>	<u>(25,684)</u>	<u>(5,692)</u>	<u>(323)</u>	<u>–</u>	<u>(23,277)</u>	<u>(62,699)</u>
Net carrying amount . . . . .	<u>18,470</u>	<u>6,711</u>	<u>2,014</u>	<u>408</u>	<u>539</u>	<u>4,531</u>	<u>32,673</u>
At 1 January 2024, net of							
accumulated depreciation . . . . .	18,470	6,711	2,014	408	539	4,531	32,673
Additions . . . . .	–	311	136	–	3,570	–	4,017
Disposals . . . . .	–	(338)	(259)	(16)	–	(521)	(1,134)
Depreciation provided during the period . . . . .	(415)	(1,157)	(421)	(66)	–	(937)	(2,996)
Transfers . . . . .	–	–	177	–	(2,557)	2,380	–
At 30 June 2024, net of accumulated depreciation . . . . .	<u>18,055</u>	<u>5,527</u>	<u>1,647</u>	<u>326</u>	<u>1,552</u>	<u>5,453</u>	<u>32,560</u>
At 30 June 2024:							
Cost . . . . .	26,193	30,856	7,366	681	1,552	28,857	95,505
Accumulated depreciation . . . . .	<u>(8,138)</u>	<u>(25,329)</u>	<u>(5,719)</u>	<u>(355)</u>	<u>–</u>	<u>(23,404)</u>	<u>(62,945)</u>
Net carrying amount . . . . .	<u>18,055</u>	<u>5,527</u>	<u>1,647</u>	<u>326</u>	<u>1,552</u>	<u>5,453</u>	<u>32,560</u>

As at 31 December 2021, the Group’s property, plant and equipment with a carrying value of RMB20,129,000 were pledged to secure general banking facilities granted to the Group (note II 28).

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**14. LEASES**

**The Group as a lessee**

The Group has lease contracts for clinic and office premises used in its operations. Leases of clinic and office premises generally have lease terms between 2 and 16.5 years.

*(a) Right-of-use assets*

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

**Group**

	<u>Clinic and office premises</u>
	<i>RMB'000</i>
As at 1 January 2021 . . . . .	154,039
Additions . . . . .	48,611
Lease modification . . . . .	(1,377)
Depreciation . . . . .	<u>(38,092)</u>
As at 31 December 2021 and 1 January 2022 . . . . .	163,181
Additions . . . . .	17,314
Disposal of subsidiaries ( <i>note II 33</i> ) . . . . .	(19,605)
Lease modification . . . . .	(11,895)
Depreciation . . . . .	<u>(38,971)</u>
As at 31 December 2022 and 1 January 2023 . . . . .	110,024
Additions . . . . .	31,578
Lease modification . . . . .	(4,867)
Depreciation . . . . .	<u>(37,519)</u>
As at 31 December 2023 and 1 January 2024 . . . . .	99,216
Additions . . . . .	39,755
Lease modification . . . . .	(4,437)
Depreciation . . . . .	<u>(18,629)</u>
As at 30 June 2024 . . . . .	<u>115,905</u>

**Company**

	<u>Clinic and office premises</u>
	<i>RMB'000</i>
As at 1 January 2021 . . . . .	61,059
Additions . . . . .	41,687
Lease modification . . . . .	(727)
Depreciation . . . . .	<u>(22,738)</u>
As at 31 December 2021 and 1 January 2022 . . . . .	79,281
Additions . . . . .	12,506
Lease modification . . . . .	(14,753)
Depreciation . . . . .	<u>(21,925)</u>
As at 31 December 2022 and 1 January 2023 . . . . .	55,109
Additions . . . . .	10,182
Lease modification . . . . .	(4,951)
Depreciation . . . . .	<u>(21,654)</u>
As at 31 December 2023 and 1 January 2024 . . . . .	38,686
Additions . . . . .	34,403
Lease modification . . . . .	(6,012)
Depreciation . . . . .	<u>(9,284)</u>
As at 30 June 2024 . . . . .	<u>57,793</u>



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**(b) Lease liabilities**

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January.	155,060	166,626	111,835	101,685
New leases . . . . .	48,611	17,314	31,578	39,755
Disposal of subsidiaries (note II 33) . . . . .	–	(21,912)	–	–
Lease modification . . . . .	(1,454)	(12,609)	(5,253)	(4,890)
Accretion of interest recognised during the year/period . . . . .	7,926	6,554	5,507	2,754
Covid-19-related rent concessions from lessors . .	(5,393)	(3,404)	–	–
Payments . . . . .	<u>(38,124)</u>	<u>(40,734)</u>	<u>(41,982)</u>	<u>(19,213)</u>
Carrying amount at the end of year/period . . . . .	<u>166,626</u>	<u>111,835</u>	<u>101,685</u>	<u>120,091</u>
Analysed into:				
Current portion . . . . .	39,625	34,434	32,488	30,605
Non-current portion . . . . .	<u>127,001</u>	<u>77,401</u>	<u>69,197</u>	<u>89,486</u>

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January.	59,210	78,113	52,651	36,685
New leases . . . . .	41,687	12,506	10,182	34,403
Disposal of subsidiaries . . . . .	–	–	–	–
Lease modification . . . . .	(804)	(14,139)	(5,572)	(4,678)
Accretion of interest recognised during the year/period . . . . .	3,469	2,808	2,428	1,218
Covid-19-related rent concessions from lessors . .	(4,013)	(1,902)	–	–
Payments . . . . .	<u>(21,436)</u>	<u>(24,735)</u>	<u>(23,004)</u>	<u>(10,329)</u>
Carrying amount at the end of year/period . . . . .	<u>78,113</u>	<u>52,651</u>	<u>36,685</u>	<u>57,299</u>
Analysed into:				
Current portion . . . . .	23,826	20,865	16,299	14,779
Non-current portion . . . . .	<u>54,287</u>	<u>31,786</u>	<u>20,386</u>	<u>42,520</u>

The maturity analysis of lease liabilities is disclosed in note II 41 to the Historical Financial Information.

The Group applied the practical expedient to all eligible covid-19-related rent concessions granted by the lessors for leases of certain properties during the years ended 31 December 2021 and 2022.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

(c) The amounts recognised in profit or loss in relation to leases are as follows:

**Group**

	As at 31 December			As at 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Interest on lease liabilities (note II 7) . . . . .	7,926	6,554	5,507	2,733	2,754
Depreciation charge of right-of-use assets. . . . .	38,092	38,971	37,519	18,410	18,629
Modification of lease terms . . . . .	(77)	(714)	(386)	–	(453)
Expense relating to short-term leases or leases of low-value asset (note II 6) . . . . .	3,026	2,026	932	–	–
Covid-19-related rent concessions from lessors. . . . .	(5,393)	(3,404)	–	–	–
Total amount recognised in profit or loss. . . . .	<u>43,574</u>	<u>43,433</u>	<u>43,572</u>	<u>21,143</u>	<u>20,930</u>

(d) The cash outflows for leases:

The total cash outflows for leases are disclosed in note II 34(c), to the Historical Financial Information.

**The Group as a lessor**

The Group leases its property, plant and equipment (note II 13) consisting of one commercial property, and subleases its leases (note II 14) consisting of the clinics in the PRC under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the Relevant Periods and the six months ended 30 June 2023 is included in note II 5 to the Historical Financial Information.

At the end of each of the Relevant Periods and the six months ended 30 June 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	As at 31 December			As at 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Within one year . . . . .	569	243	375	465	296
After one year but within two years. . . . .	387	79	297	296	245
After two years but within three years . . . . .	139	–	117	245	21
After three years but within four years . . . . .	–	–	–	21	–
Total . . . . .	<u>1,095</u>	<u>322</u>	<u>789</u>	<u>1,027</u>	<u>562</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**15. GOODWILL**

<u>Group</u>	<i>RMB’000</i>
As at 1 January 2021:	
Cost . . . . .	63,090
Accumulated impairment. . . . .	—
Net carrying amount . . . . .	<u>63,090</u>
Cost at 1 January 2021, net of accumulated impairment . . . . .	63,090
Impairment during the year/period. . . . .	—
Cost and net carrying amount at 31 December 2021, 2022, and 2023 and 30 June 2024 . . . . .	<u>63,090</u>

**Impairment testing of goodwill**

For the purpose of impairment testing of goodwill, goodwill is allocated to a group of cash-generating units (“CGUs”). Such group of CGUs represents the lowest level within the Group for which the goodwill is monitored for internal management purpose.

Management considered that the Group only has one group of CGUs which represents the entire business of the Group according to its business operation during the Relevant Periods. The recoverable amount of the industrial products cash-generating unit has been determined based on a value in use (“VIU”) calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. Cash flows beyond the projected period are extrapolated using the estimated terminal growth rates. The management leveraged their experience in the industry and provided forecast based on past performance and their expectation of future business plans and external sources of information. The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation.

Key assumptions used in the calculation are as follows:

	<u>As at 31 December</u>			<u>As at 30 June</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Revenue (compound growth rate) . . . . .	4.6%	3.7%	2.8%	3.0%
Budgeted gross margin . . . . .	36.3%-	36.3%-	36.3%-	36.1%-
Terminal growth rate . . . . .	38.1%	38.1%	36.9%	37.0%
Pre-tax discount rate . . . . .	2.3%	2.3%	2.3%	2.3%
Pre-tax discount rate . . . . .	14.9%	15.3%	15.4%	14.8%
VIU of the group of CGUs (in RMB’000) . . . . .	651,000	664,000	675,000	726,000
Carrying amount of the group of CGUs (in RMB’000). . . . .	327,347	252,022	238,582	252,815
Headroom of the group of CGUs (in RMB’000) . . . . .	323,653	411,978	436,418	473,185

Assumptions were used in the value in use calculation of the cash-generating unit as at the end of each of the Relevant Periods. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Revenue — The basis used to determine the budgeted revenue is based on the management’s expectation of the future expansion. The compound growth rate of revenue was estimated based on information available at the time of assessment, disregarding information that became available after the assessment. Such information includes current industry overview and estimated market development and customer preferences.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

- Terminal growth rate — The forecasted terminal growth rate is based on management expectations and does not exceed the long-term average growth rate for the industry relevant to the cash-generating unit.
- Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.
- Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant units.

Based on the impairment assessment conducted by the Group utilising the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of the group of CGUs and therefore no impairment was considered necessary as at the end of each of the Relevant Periods.

The Group performs a sensitivity analysis based on the reasonably possible changes in key assumptions. If the estimated key assumptions changed as below, the headroom would be decreased to:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Budgeted gross margin decreases of 5% . .	139,653	227,978	253,417	268,185
Terminal growth rate decreases of 1% . . .	293,653	381,978	406,417	441,185
Pre-tax discount rate increases of 1% . . . .	280,653	369,978	394,417	425,185

The values assigned to the key assumptions and discount rates are consistent with external information sources.

**16. OTHER INTANGIBLE ASSETS**

**Group**

Software	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Carrying amount at 1 January . . . . .	1,861	1,708	2,328	2,020
Additions . . . . .	70	887	–	17
Amortisation provided during the year/period . . . . .	(223)	(267)	(308)	(149)
At the end of year/period . . . . .	<u>1,708</u>	<u>2,328</u>	<u>2,020</u>	<u>1,888</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**17. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS**

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Non-current:</b>				
Prepayment of property, plant and equipment . . . . .	744	279	12	213
Rental deposits . . . . .	6,375	4,599	3,897	4,363
Total non-current assets . . . . .	7,119	4,878	3,909	4,576
<b>Current:</b>				
Prepayments . . . . .	3,171	3,521	3,578	3,208
Rental deposits . . . . .	710	936	1,137	823
Receivables for contingent consideration arrangements . . . . .	–	–	1,000	–
Receivable from disposal of a subsidiary . . . . .	–	600	–	–
Other receivables . . . . .	1,426	7,859	2,930	6,366
Total current assets . . . . .	5,307	12,916	8,645	10,397
Impairment allowance . . . . .	(59)	(49)	(59)	(80)
Total . . . . .	12,367	17,745	12,495	14,893

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Non-current:</b>				
Prepayment of property, plant and equipment . . . . .	234	–	–	–
Rental deposits . . . . .	2,877	2,278	1,990	2,031
Total non-current assets . . . . .	3,111	2,278	1,990	2,031
<b>Current:</b>				
Prepayments . . . . .	2,429	2,567	2,373	1,773
Rental deposits . . . . .	710	503	450	305
Due from subsidiaries . . . . .	8,247	1,582	1,502	8,115
Receivables for contingent consideration arrangements . . . . .	–	–	1,000	–
Other receivables . . . . .	497	5,418	393	3,973
Total current assets . . . . .	11,883	10,070	5,718	14,166
Impairment allowance . . . . .	(24)	(25)	(29)	(19)
Total . . . . .	14,970	12,323	7,679	16,178

Financial assets included in prepayments, other receivables and other assets had no historical default. The financial assets included in the above balances related to receivables that were categorised in stage 1 at the end of each of the Relevant Periods. In calculating the expected credit loss rate, the Group and the Company consider the historical loss rate and adjust for forward-looking macroeconomic data. During the Relevant Periods, the Group and the Company estimated that the expected credit loss rate for other receivables and deposits was minimal.

The Group and the Company seek to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group and the Company do not hold any collateral or other credit enhancements over its deposits and other receivable balances.

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**18. DEFERRED TAX**

**Group**

The movements in deferred tax liabilities and assets and during the Relevant Periods are as follows:

Deferred tax liabilities

	<u>Right-of-use assets</u>	<u>Depreciation allowance in excess of related depreciation</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2021 . . . . .	14,126	–	14,126
Deferred tax charged to the year . . . . .	<u>3,788</u>	<u>–</u>	<u>3,788</u>
Gross deferred tax liabilities at 31 December 2021 and 1 January 2022 . . . . .	17,914	–	17,914
Deferred tax (credited)/charged to the year . . . . .	<u>(6,065)</u>	<u>30</u>	<u>(6,035)</u>
Gross deferred tax liabilities at 31 December 2022 and 1 January 2023 . . . . .	11,849	30	11,879
Deferred tax charged/(credited) to the year . . . . .	<u>173</u>	<u>(4)</u>	<u>169</u>
Gross deferred tax liabilities at 31 December 2023 and 1 January 2024 . . . . .	12,022	26	12,048
Deferred tax charged/(credited) to the period . . . . .	<u>1,085</u>	<u>(1)</u>	<u>1,084</u>
Gross deferred tax liabilities at 30 June 2024 . . . . .	<u><u>13,107</u></u>	<u><u>25</u></u>	<u><u>13,132</u></u>

Deferred tax assets

	<u>Lease liabilities</u>	<u>Losses available for offsetting against future taxable profits</u>	<u>Assets impairment provision</u>	<u>Advertising fees</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2021 . . . . .	14,822	463	52	1	15,338
Deferred tax credited to the year . . . . .	<u>3,514</u>	<u>(63)</u>	<u>2</u>	<u>28</u>	<u>3,481</u>
Gross deferred tax assets at 31 December 2021 and 1 January 2022 . . . . .	18,336	400	54	29	18,819
Deferred tax (charged) to the year . . . . .	<u>(6,426)</u>	<u>(71)</u>	<u>(22)</u>	<u>(17)</u>	<u>(6,536)</u>
Disposal of subsidiaries (note II 33) . . . . .	<u>–</u>	<u>(37)</u>	<u>(2)</u>	<u>–</u>	<u>(39)</u>
Gross deferred tax assets at 31 December 2022 and 1 January 2023 . . . . .	11,910	292	30	12	12,244
Deferred tax (charged)/credited to the year . . . . .	<u>(44)</u>	<u>42</u>	<u>22</u>	<u>23</u>	<u>43</u>
Gross deferred tax assets at 31 December 2023 and 1 January 2024 . . . . .	11,866	334	52	35	12,287
Deferred tax credited/(charged) to the period . . . . .	<u>1,455</u>	<u>65</u>	<u>5</u>	<u>427</u>	<u>1,952</u>
Gross deferred tax assets at 30 June 2024 . . . . .	<u><u>13,321</u></u>	<u><u>399</u></u>	<u><u>57</u></u>	<u><u>462</u></u>	<u><u>14,239</u></u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Net deferred tax assets recognised in the consolidated statements of financial position . . . . .	1,103	786	594	1,241
Net deferred tax liabilities recognised in the consolidated statements of financial position . .	<u>198</u>	<u>421</u>	<u>355</u>	<u>134</u>

The Group had unused tax losses arising in Chinese Mainland of RMB11,460,000, RMB7,321,000, RMB9,749,000 and RMB15,634,000 as at the end of each of the Relevant Periods, respectively, that would expire in one to five years for future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

There are no income tax consequences attaching to the payments of dividends by the Company to its shareholders.

**19. CONTINGENT CONSIDERATION**

**Group and Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Carrying amount at 1 January . . . . .	2,300	2,390	976	–
Unrealised fair value changes recognised in profit or loss . . . . .	90	47	24	–
Transfers to other receivables . . . . .	–	–	(1,000)	–
Settlements . . . . .	–	<u>(1,461)</u>	–	–
Carrying amount at the end of year . .	<u>2,390</u>	<u>976</u>	<u>–</u>	<u>–</u>

The Company entered into a series of acquisition agreements with certain independent third parties in 2019. Pursuit to the acquisition agreements, contingent considerations are receivables, which are dependent on the amount of profit after tax or profit before tax during the 3-year period subsequent to such acquisitions.

The fair value of such contingent consideration amounted to RMB2,230,000 as at the acquisition date and has been included in contingent consideration in the Historical Financial Information. The management have reassessed the fair value of the contingent consideration as at 31 December 2021 and 2022, and concluded that the fair value change was recognised in profit or loss.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**20. INVENTORIES**

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Medical consumables . . . . .	8,118	6,127	5,709	4,663

**21. TRADE RECEIVABLES**

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables . . . . .	5,793	3,948	6,896	7,108
Impairment . . . . .	(292)	(197)	(348)	(361)
Net carrying amount . . . . .	5,501	3,751	6,548	6,747

The Group’s trading terms with its customers are mainly on payment in advance, except for some transactions such as those covered by medical insurance bureaus, which are traded on credit. The settlement period is generally one month, extending up to three months for some customers. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on transaction dates and net of loss allowance, is as follows:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within 3 months . . . . .	4,948	3,615	6,124	6,609
3 months to 6 months . . . . .	368	133	311	43
6 months to 1 year . . . . .	141	3	49	91
1 to 2 years . . . . .	44	–	64	4
Total . . . . .	5,501	3,751	6,548	6,747

The Group has applied the simplified approach method to provide for ECLs prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables without significant financing components. The management calculates the expected credit losses based on the customers’ historical credit loss information and further incorporates forward-looking adjustments. The Company assessed that the expected loss rate of trade receivables of the Group was very low. The Company also assessed that there was no significant change in the ECL rates during the Relevant Periods, mainly because there was no change of historical default rates of trade receivables and there were no significant changes in the economic conditions and performance and behaviour of the customers, based on which the ECL rates were determined. The directors of the Company are of the opinion that the ECLs in respect of the balances of trade receivables are minimal.



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of year/period . . . . .	376	292	197	348
Impairment losses, net . . . . .	(76)	(49)	168	13
Amount written off as uncollectible . . . . .	(8)	(5)	(17)	–
Disposal of subsidiaries . . . . .	–	(41)	–	–
At end of year/period . . . . .	<u>292</u>	<u>197</u>	<u>348</u>	<u>361</u>

An impairment analysis is performed at the end of each reporting period using a provision matrix to measure expected credit losses. The provision rates are based on the ageing of receivables of the customer. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each reporting period about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group’s trade receivables as at the end of each of the Relevant Periods using a provision matrix:

	As at 31 December 2021		
	Within 1 year	1 to 2 years	Total
Expected credit loss rate . . . . .	5.00%	10.20%	5.04%
Gross carrying amount (RMB'000) . . . . .	5,744	49	5,793
Expected credit losses (RMB'000) . . . . .	<u>287</u>	<u>5</u>	<u>292</u>

	As at 31 December 2022		
	Within 1 year	1 to 2 years	Total
Expected credit loss rate . . . . .	4.99%	10.00%	4.99%
Gross carrying amount (RMB'000) . . . . .	3,948	–	3,948
Expected credit losses (RMB'000) . . . . .	<u>197</u>	<u>–</u>	<u>197</u>

	As at 31 December 2023		
	Within 1 year	1 to 2 years	Total
Expected credit loss rate . . . . .	5.00%	9.86%	5.05%
Gross carrying amount (RMB'000) . . . . .	6,825	71	6,896
Expected credit losses (RMB'000) . . . . .	<u>341</u>	<u>7</u>	<u>348</u>

	As at 30 June 2024		
	Within 1 year	1 to 2 years	Total
Expected credit loss rate . . . . .	5.08%	10.00%	5.08%
Gross carrying amount (RMB'000) . . . . .	7,104	4	7,108
Expected credit losses (RMB'000) . . . . .	<u>361</u>	<u>–</u>	<u>361</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**22. FINANCIAL ASSETS AT FVTPL**

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Wealth management products, at fair value . . . . .	32,727	–	–	–
Unlisted equity investments, at fair value . . . . .	–	117	–	–
Total . . . . .	<u>32,727</u>	<u>117</u>	<u>–</u>	<u>–</u>

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Wealth management products, at fair value . . . . .	30,212	–	–	–
Unlisted equity investments, at fair value . . . . .	–	117	–	–
Total . . . . .	<u>30,212</u>	<u>117</u>	<u>–</u>	<u>–</u>

The above unlisted equity investments were classified as financial assets at FVTPL as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

The above financial products were wealth management products issued by banks and trusts in Chinese Mainland. They were mandatorily classified as financial assets at FVTPL as their contractual cash flows are not solely payments of principal and interest.

**23. CASH AND CASH EQUIVALENTS**

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances . . . . .	<u>134,911</u>	<u>177,970</u>	<u>227,083</u>	<u>243,389</u>

The RMB is not freely convertible into other currencies, however, under Chinese Mainland’s Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at demand bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances . . . . .	<u>77,724</u>	<u>124,110</u>	<u>160,468</u>	<u>169,312</u>

## APPENDIX I

## ACCOUNTANTS’ REPORT

### 24. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the transaction dates, is as follows:

#### Group

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within 3 months . . . . .	14,926	12,001	13,545	13,657
3 months to 6 months . . . . .	4,085	4,744	2,265	2,296
6 months to 1 year . . . . .	619	769	885	793
More than 1 year . . . . .	293	500	603	768
Total . . . . .	<u>19,923</u>	<u>18,014</u>	<u>17,298</u>	<u>17,514</u>

#### Company

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within 3 months . . . . .	8,618	6,704	6,324	5,682
3 months to 6 months . . . . .	2,498	2,850	831	580
6 months to 1 year . . . . .	45	9	364	20
More than 1 year . . . . .	85	16	29	87
Total . . . . .	<u>11,246</u>	<u>9,579</u>	<u>7,548</u>	<u>6,369</u>

The trade payables are non-interest-bearing and are normally settled on the terms of 30 to 90 days.

### 25. OTHER PAYABLES AND ACCRUALS

#### Group

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Payroll payable . . . . .	16,025	12,317	16,155	12,708
Payable for acquisition of subsidiaries . . . . .	5,641	551	837	15
Payable for purchasing of items of property, plant and equipment . . . . .	5,215	3,956	2,688	2,257
Payable for advertising and promotion . . . . .	582	3,469	3,712	4,798
Other tax payables . . . . .	1,081	2,079	2,825	979
Accruals . . . . .	430	686	983	736
Others . . . . .	1,831	1,431	1,886	4,266
Total . . . . .	<u>30,805</u>	<u>24,489</u>	<u>29,086</u>	<u>25,759</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Payroll payable . . . . .	8,974	7,563	9,250	6,001
Payable for acquisition of subsidiaries . . . . .	5,641	551	837	15
Payable for purchasing of items of property, plant and equipment . . .	1,482	1,838	446	865
Accruals . . . . .	429	421	576	1
Other tax payables . . . . .	389	906	1,411	290
Due to subsidiaries . . . . .	–	25,492	58,240	52,525
Payable for advertising and promotion . . . . .	22	2,692	2,986	4,124
Others . . . . .	624	721	849	2,296
Total . . . . .	<u>17,561</u>	<u>40,184</u>	<u>74,595</u>	<u>66,117</u>

**26. REDEEMABLE PREFERENCE SHARES**

Since the date of incorporation, the Company has completed several rounds of financing arrangements by issuing redeemable preference shares, details of which are as follows:

In August 2017, the Company issued 3,000,000 A round equity shares with a par value of RMB1.00 per share (“Series A Shares”) to two independent investors for an aggregate cash consideration of RMB29,400,000.

In June 2021, the Company issued 4,689,652 B round equity shares with a par value of RMB1.00 per share (“Series B Shares”) to three independent investors for an aggregate cash consideration of RMB68,000,000.

The key terms of Series A Shares and Series B Shares (collectively, “Redeemable Preference Shares”) are summarized as follows:

**(a) Redemption rights**

Each Redeemable Preference Shares held by investors shall be redeemable at the option of the investors, in accordance with the following terms. The Company, or Hubei Zhongshan Medical Investment Management Co., Ltd. and Mr. Yao Xue and Ms. Shen Hongmin (collectively, “key parties”) shall pay such investors the total redemption price. Upon the occurrence of any of the specified contingent events, including but not limited to (each, a “Redemption Event”):

Series A Shares: (i) the failure by the Company to submit an application for a qualified [REDACTED] on or before 31 December 2024 (“Qualified [REDACTED]”); (ii) any administrative penalties or other major violations of laws and regulations made by the controlling shareholder, related parties and key management of the Company; (iii) horizontal competition business by the beneficial controlling shareholder, main management of the Company and other related parties of the Company.

Series B Shares: (i) the failure by the Company to submit an Qualified [REDACTED]; (ii) any indicators, such as the Company abandon affecting the Company’s qualified [REDACTED] or material substantial obstacles occurrence; (iii) substantive changes of the Company in its operating model and business scope without consent of investors; (iv) any occurrence base on valuation adjustment mechanism with other investors; (v) any administrative penalties or other major violations of laws and regulations made by the controlling shareholder, related parties and key management of the Company; (vi) any Integrity matters from the management team of the Company; (vii) accumulated losses during twelve months reaching 50% of the net assets as of December 31, 2020.

The redemption price per share for Series A Shares shall be equal to the aggregate of the original issue price plus interest at 10% per annum (before June 2021) or 8% per annum (after June 2021), calculated on a simple basis for the period from the payment date of the consideration to the redemption date, less dividends already paid with respect thereto per Series A Shares then held by such holder.

The redemption price per share for Series B Shares shall be equal to either which higher:

- (i) The audited net asset of the Group corresponding to the Series B held by investor; or

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

- (ii) The aggregate of the original issue price plus interest at 8% per annum calculated on a simple basis for the period from the payment date of the consideration to the redemption date, less dividends already paid with respect thereto per Series B Shares then held by such holder.

**(b) Liquidation preference**

In the event of any liquidation or dissolution (the “Liquidation Event”) of the Company, Series B Shares shall be entitled to receive the amount equal to investment costs that have accrued on the paid-in capital, plus interest at 8% per annum calculated on a simple basis for the period from the payment date of the consideration (the “Priority Liquidation Amount”). After the Priority Liquidation Amount is paid off, if the Company still has net assets legally available for distribution, Series B Shares shall be entitled to the residual assets according to their actual investment ratio. If Series B Shares fail to obtain the Priority Liquidation Amount, the founders shall be obliged to compensate Series B Shares for the difference to the extent of the distribution property obtained from all of their equity.

In the event of deemed liquidation of the Company, including changing the actual controller of the Group, disposal of core assets of the Group, the investors of the Series B Shares shall be entitled to receive an amount equal to the higher of the following two options: (i) the gain from the disposal of such core assets multiplied by the percentage owned by the investors of the Shares; (ii) the amount based on the Liquidation Event calculation.

**(c) Anti-dilution right**

If the Company allows new investments at a price lower than the price paid by the Series A Shares investors on a per share basis, the investors of Series A Shares have a right to require the Company to issue additional shares to them at the same consideration, so that the percentage of their Shares is not less than immediately before new issuance by the Company.

If the Company allows new investments at a price lower than the price paid by the Series B Shares investors on a per share basis, the investors of Series B Shares have a right to request the Company, or Hubei Zhongshan Medical Investment Management Co., Ltd. and Mr. Yao Xue and Ms. Shen Hongmin to provide certain compensation.

**(d) Presentation and classification**

The Group and the Company have recognized the shares as redeemable preference shares as a whole as financial liabilities carried at FVTPL. Subsequent to initial recognition, the fair value change of the redeemable preference shares is charged to profit or loss except for the portion attributable to credit risk change which shall be recognised in other comprehensive income, if any.

The movements of the redeemable preference shares are set out as follows:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At the beginning of year/period . . . . .	37,406	109,114	110,450	112,781
Additions . . . . .	68,000	–	–	–
Change in fair value . . . . .	3,708	1,336	2,331	204
At the end of year/period . . . . .	109,114	110,450	112,781	112,985

**Analysed into:**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Current portion . . . . .	–	–	112,781	112,985
Non-current portion . . . . .	109,114	110,450	–	–
At the end of the year/period . . . . .	109,114	110,450	112,781	112,985

*Note:* As at 31 December 2023, the redeemable preference shares were classified by management as current liabilities as the Company will be requested to redeem the redeemable preference shares if the Company fails to consummate a Qualified [REDACTED] before 31 December 2024.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

The fair value is determined by an external valuer using the equity allocation method, key valuation assumptions used to determine the fair value of the the redeemable preference shares as at the end of each of the Relevant Periods are as follows:

	As at 31 December	As at 31 December	As at 31 December	As at 30 June	Sensitivity of fair value to the input
	2021	2022	2023	2024	
Risk-free interest rate . . . . .	2.46%	2.35%	2.08%	1.44%	(a)
Discount for lack of marketability (“DLOM”) . . . . .	16.80%	16.60%	11.10%	7.70%	(b)
Volatility . . . . .	<u>44.80%</u>	<u>53.90%</u>	<u>33.20%</u>	<u>30.30%</u>	<u>(c)</u>

(a) 1% increase/decrease of risk-free interest rate while with all other variables constant would result in a decrease/increase in fair value by RMB1,611,000/RMB1,004,000/RMB465,000/RMB97,000 and RMB1,647,000/RMB1,021,000/RMB472,000/RMB98,000 as at 31 December 2021, 2022, 2023 and 30 June 2024, respectively.

(b) 1% increase/decrease in DLOM while with all other variables constant would result in a decrease/increase in fair value by RMB610,000/RMB743,000/RMB806,000/RMB889,000 and RMB760,000/RMB742,000/RMB674,000/RMB767,000 as at 31 December 2021, 2022, 2023 and 30 June 2024, respectively.

(c) 1% increase/decrease in volatility while with all other variables constant would result in a decrease/increase in fair value by RMB200,000/RMB85,000 and RMB190,000/RMB79,000 as at 31 December 2021 and 2022, respectively, and result in a increase/decrease in fair value by RMB48,000/RMB30,000 and RMB47,000/RMB30,000 as at 31 December 2023, and 30 June 2024, respectively.

Management estimated the risk-free interest rate based on the Chinese government bond yield with maturity close to the expected exit timing as of the valuation date. The DLOM was estimated based on the option-pricing method. Under the option-pricing method, the cost of a put option, which can hedge the price change before the privately held shares can be sold, was considered as a basis to determine the discount for lack of marketability. Volatility was estimated based on annualised standard deviation of daily stock price return of comparable companies for a period from the valuation date and with a similar time span to expiration date.

**27. CONTRACT LIABILITIES**

Details of contract liabilities are as follows:

**Group**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Orthodontics services				
Current . . . . .	15,127	15,549	16,438	13,469
Non-current . . . . .	<u>1,882</u>	<u>1,728</u>	<u>2,099</u>	<u>1,820</u>
Implantology services				
Current . . . . .	36,974	33,961	36,459	32,188
Total . . . . .	<u>53,983</u>	<u>51,238</u>	<u>54,996</u>	<u>47,477</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Orthodontics services				
Current . . . . .	6,602	6,988	6,949	4,136
Non-current . . . . .	1,033	875	836	697
Implantology services				
Current . . . . .	16,264	12,841	11,164	8,867
Total . . . . .	23,899	20,704	18,949	13,700

Contract liabilities include advances received to render dental related services.

**28. INTEREST-BEARING BANK BORROWINGS**

**Group and Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Current</b>				
Bank loans — secured . . . . .	10,015	—	—	—

Secured bank borrowings as at 31 December 2021 bear an annual interest rate at 4.35% and matured during the year ended 31 December 2022. All secured bank borrowings are in RMB.

As at 31 December 2021, the bank loans with the amount of RMB10,000,000 were secured by the mortgage of the Group’s buildings owned by the Group, and the mortgaged buildings with a net carrying amount of approximately RMB20,129,000.

**29. SHARE CAPITAL**

**Group and Company**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Issued and fully paid:				
46,896,548 ordinary shares . . . . .	46,897	46,897	46,897	46,897

A summary of movements in the Company’s share capital is as follows:

	Number of shares in issue	Share capital
		RMB'000
At 1 January 2021 . . . . .	40,000,000	40,000
Capital contribution from shareholders ( <i>Note</i> ) . . . . .	6,896,548	6,897
At 31 December 2021, 2022 and 2023 and at 30 June 2024 . . . . .	46,896,548	46,897

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

*Note:* In May and June 2021, the Company entered into a series of capital increase agreements with the shareholders (Hubei Zhongshan Medical Investment Management Co., Ltd., Mr. Yao and Ms. Shen) and eight investors (CITIC Securities Investment Limited (“CITIC Securities Investment”), Hubei Zhongyuan Jiupai Industrial Investment Fund Partnership (Limited Partnership) (“Zhongyuan Jiupai”), Wuhan Zhidao Technology Innovation Venture Capital Partnership (Limited Partnership) (“Zhidao Capital”), Mr. Li Jiansheng, Ms. Li Zhen, Mr. Chen Wei, Mr. Wang Hong and Mr. Wang Qingsong), pursuant to which a capital of RMB100,000,000 was injected into the Company with RMB6,897,000 and RMB93,103,000 credited to the Company’s share capital and capital reserve, respectively. The shares held by CITIC Securities Investment, Zhongyuan Jiupai, and Zhidao Capital were granted certain special rights and were recognized as redeemable preference shares, as set out in note II 26. A consideration of RMB68,000,000 for these redeemable preference shares was debited from other reserves.

**30. TREASURY SHARES AND RESERVES**

**Group**

The amounts of the Group’s reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity.

*Treasury shares*

The treasury shares of the Group represents the 2,741,000, 1,505,000 and 1,505,000 ordinary shares held by Wuhan Xinglin Management Consulting Partnership (Limited Partnership) (“Wuhan Xinglin”), Wuhan Zhulin Management Consulting Partnership (Limited Partnership) (“Wuhan Zhulin”) and Wuhan Taolin Management Consulting Partnership (Limited Partnership) (“Wuhan Taolin”), respectively, for the benefit of eligible participants under the Employee Incentive Scheme, which further details are set out in note II 31.

*Capital reserve*

The Capital reserve of the Group represents the share premium contributed by the shareholders of the Company.

*Surplus reserve*

In accordance with the Company Law of the People’s Republic of China, each company in the PRC is required to allocate 10% of the statutory after-tax profits to the statutory reserve until the cumulative total of the reserve reaches 50% of the company registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the company. The statutory reserve is not available for dividend distribution to shareholders of PRC subsidiaries.

*Other reserve*

Other reserves of the Group represent the carrying amount of the equity shares with redemption features as stipulated in note 26 to the Historical Financial Information.

**Company**

	Capital reserve	Surplus reserve	Share- based payment reserve	Other reserve	Retained profits	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
As at 1 January 2021 . . . . .	26,192	7,255	5,286	(28,434)	13,912	24,211
Total comprehensive income for the year . . . . .	–	–	–	–	13,460	13,460
Transfer to surplus reserve . . . . .	–	2,543	–	–	(2,543)	–
Share-based payments . . . . .	537	–	1,388	–	–	1,925
Issue of shares ( <i>Note II 29</i> ) . . . . .	93,103	–	–	(68,000)	–	25,103
<b>As at 31 December 2021 . . . . .</b>	<b>119,832</b>	<b>9,798</b>	<b>6,674</b>	<b>(96,434)</b>	<b>24,829</b>	<b>64,699</b>



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

	Capital reserve	Surplus reserve	Share- based payment reserve	Other reserve	Retained profits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2022 . . . . .	119,832	9,798	6,674	(96,434)	24,829	64,699
Total comprehensive income for the year . . . . .	–	–	–	–	25,393	25,393
Transfer to surplus reserve . . . . .	–	2,314	–	–	(2,314)	–
Share-based payments . . . . .	73	–	1,525	–	–	1,598
Final 2021 dividend declared (Note II 11) . . . . .	–	–	–	–	(39,000)	(39,000)
<b>As at 31 December 2022 . . . . .</b>	<u>119,905</u>	<u>12,112</u>	<u>8,199</u>	<u>(96,434)</u>	<u>8,908</u>	<u>52,690</u>
As at 1 January 2023 . . . . .	119,905	12,112	8,199	(96,434)	8,908	52,690
Total comprehensive income for the year . . . . .	–	–	–	–	34,932	34,932
Transfer to surplus reserve . . . . .	–	3,650	–	–	(3,650)	–
Share-based payments . . . . .	–	–	1,053	–	–	1,053
Final 2022 dividend declared (Note II 11) . . . . .	–	–	–	–	(36,600)	(36,600)
<b>As at 31 December 2023 . . . . .</b>	<u>119,905</u>	<u>15,762</u>	<u>9,252</u>	<u>(96,434)</u>	<u>3,590</u>	<u>52,075</u>
As at 1 January 2024 . . . . .	119,905	15,762	9,252	(96,434)	3,590	52,075
Total comprehensive income for the period . . . . .	–	–	–	–	32,408	32,408
Share-based payments . . . . .	–	–	785	–	–	785
<b>As at 30 June 2024 . . . . .</b>	<u>119,905</u>	<u>15,762</u>	<u>10,037</u>	<u>(96,434)</u>	<u>35,998</u>	<u>85,268</u>

**31. SHARE-BASED PAYMENTS**

The Group adopted a restricted share scheme (“Employee Incentive Scheme”) which became effective in 2017, for the purpose of attracting and retaining directors, senior management and employees who promote the success of the Group’s operations. Two of the Controlling Shareholders, Ms. Shen Hongmin and Zhongshan Medical Investment, have transferred 5,751,000 shares of the Company to Wuhan Xinglin, Wuhan Zhulin and Wuhan Taolin for cash consideration. Wuhan Xinglin, Wuhan Zhulin and Wuhan Taolin are used as restricted share platforms to facilitate the administration of the Employee Incentive Scheme. Pursuant to the Employee Incentive Scheme, the subscription price ranging from RMB2.00 per share to RMB7.72 per share for restricted shares were paid by the employees to the general partner or limited partners of the platforms at the respective grant date of such scheme.

The restricted shares granted to grantees shall vest on the later of the two dates: the end of a 36-month service condition or the completion of [REDACTED]. The general partner of Wuhan Xinglin, Wuhan Zhulin and Wuhan Taolin, as well as officers or employees designated by the general partner, have obligation to repurchase those forfeited restricted shares.

The following restricted shares were outstanding under the Employee Incentive Scheme during the Relevant Periods:

	As at 31 December			As at 30 June
	2021	2022	2023	2024
At beginning of year/period . . . . .	5,750,740	5,750,740	5,750,740	5,750,740
Granted during the year/period . . . . .	75,000	940,000	75,000	–
Forfeited during the year/period . . . . .	(75,000)	(940,000)	(75,000)	–
At end of year/period . . . . .	<u>5,750,740</u>	<u>5,750,740</u>	<u>5,750,740</u>	<u>5,750,740</u>

Under the Employee Incentive Scheme, the Group recognised share-based payment expenses of RMB1,388,000, RMB1,525,000, RMB1,053,000, RMB785,000 and RMB809,000 (unaudited) for the year ended 31 December 2021, 2022, 2023 and the six months ended 30 June 2024 and 2023, respectively.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

The fair value of the restricted shares as at the grant date were determined with reference to the fair value of ordinary shares on the grant date, using discounted cash flow and equity allocation method. Major inputs used for the determination of the fair value of ordinary shares are listed as follows:

	<u>At grant date</u>
Risk-free interest rate . . . . .	1.44%-3.63%
Discount for lack of marketability . . . . .	7.70%-19.40%
Expected volatility . . . . .	30.30%-53.90%

**32. BUSINESS COMBINATION**

**(a) Acquisition of a 51% interest in Wuhan Dazhong Heyu Gujie Dental Out-patient Service Co., Ltd. (“Wuhan Heyu Gujie”)**

Wuhan Heyu Gujie is a company that provides dental services to individual customers. To expand its market share in Wuhan, the Company entered into an agreement with an independent third party in March 2023 to acquire a 51% interest in Wuhan Heyugujie at a cash consideration of RMB637,000, of which cash consideration of RMB637,000 was paid in 2023. The acquisition was completed in April 2023.

The fair values of the identifiable assets and liabilities of Wuhan Heyu Gujie as at the date of acquisition were as follows:

	<u>Fair value recognised on acquisition</u>
	<i>RMB’000</i>
Property, plant and equipment . . . . .	1,200
Inventories . . . . .	50
Total identifiable net assets at fair value . . . . .	1,250
Non-controlling interests . . . . .	(613)
Satisfied by cash . . . . .	637
Goodwill arising from acquisition . . . . .	–
<hr/>	
An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:	
Cash consideration . . . . .	637
Total net cash outflow in 2023 . . . . .	637

Since the acquisition, Wuhan Heyugujie contributed RMB2,167,000 to the Group’s revenue and a profit of RMB10,000 to the consolidated profit for the year ended 31 December 2023.

Had the combination taken place at the beginning of the year ended 31 December 2023, the revenue of the Group and the profit of the Group for the year ended 31 December 2023 would have been RMB442,268,000 and RMB66,990,000, respectively.

**(b) Acquisition of a 51% interest in Wuhan Dazhong Hexu Guannanyuan Dental Out-patient Service Co., Ltd. (“Wuhan Hexuguannanyuan”)**

Wuhan Hexuguannanyuan is a company that provides dental services to individual customers. To expand its market share in Wuhan, the Company entered into an agreement with an independent third party in July 2023 to acquire a 51% interest in Wuhan Hexuguannanyuan at a cash consideration of RMB867,000, of which cash considerations of RMB780,300 and RMB86,700 were paid in 2023 and 2024. The acquisition was completed in August 2023.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

The fair values of the identifiable assets and liabilities of Wuhan Hexuguannanyuan as at the date of acquisition were as follows:

	<b>Fair value recognised on acquisition</b>
	<i>RMB’000</i>
Property, plant and equipment . . . . .	1,614
Inventories . . . . .	85
Total identifiable net assets at fair value . . . . .	1,699
Non-controlling interests . . . . .	(832)
Satisfied by cash . . . . .	867
Goodwill arising from acquisition . . . . .	–
<hr/>	
An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:	
Cash consideration . . . . .	867
Less: consideration paid in 2024 . . . . .	87
Total net cash outflow in 2023 . . . . .	780

Since the acquisition, Wuhan Hexuguannanyuan contributed RMB1,781,000 to the Group’s revenue and a profit of RMB189,000 to the consolidated profit for the year ended 31 December 2023.

Had the combination taken place at the beginning of the year ended 31 December 2023, the revenue of the Group and the profit of the Group for the year ended 31 December 2023 would have been RMB442,130,000 and RMB67,164,000, respectively.

**(c) Acquisition of a 51% interest in Wuhan Dazhong Heyuan Dental Out-patient Service Co., Ltd. (“Wuhan Heyuan”)**

Wuhan Heyuan is a company that provides dental services to individual customers. To expand its market share in Wuhan, the Company entered into an agreement with the independent third parties in September 2023 to acquire a 51% interest in Wuhan Heyuan at a cash consideration of RMB918,000, of which cash considerations of RMB184,000 and RMB734,000 were paid in 2023 and 2024. The acquisition was completed in September 2023.

The fair values of the identifiable assets and liabilities of Wuhan Heyuan as at the date of acquisition were as follows:

	<b>Fair value recognised on acquisition</b>
	<i>RMB’000</i>
Property, plant and equipment . . . . .	1,538
Inventories . . . . .	262
Total identifiable net assets at fair value . . . . .	1,800
Non-controlling interests . . . . .	(882)
Satisfied by cash . . . . .	918
Goodwill arising from acquisition . . . . .	–
<hr/>	
An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:	
Cash consideration . . . . .	918
Less: consideration paid in 2024 . . . . .	734
Total net cash outflow in 2023 . . . . .	184

Since the acquisition, Wuhan Heyuan contributed RMB1,160,000 to the Group’s revenue and a profit of RMB37,000 to the consolidated profit for the year ended 31 December 2023.

Had the combination taken place at the beginning of the year ended 31 December 2023, the revenue of the Group and the profit of the Group for the year ended 31 December 2023 would have been RMB443,737,000 and RMB67,041,000, respectively.

**APPENDIX I**

**ACCOUNTANTS' REPORT**

**33. DISPOSAL OF SUBSIDIARIES**

	<i>Notes</i>	<u>2022</u>
		<i>RMB'000</i>
Net assets disposed of:		
Property, plant and equipment . . . . .	<i>13</i>	9,700
Right-of-use assets . . . . .	<i>14(a)</i>	19,605
Deferred tax assets . . . . .	<i>18</i>	39
Inventories . . . . .		563
Trade receivables . . . . .		166
Prepayments, other receivables and other assets . . . . .		411
Cash and cash equivalents . . . . .		1,818
Trade payables . . . . .		(1,237)
Other payables and accruals . . . . .		(4,476)
Contract liabilities . . . . .		(343)
Lease liabilities . . . . .	<i>14(b)</i>	(21,912)
Tax payable . . . . .		(12)
Non-controlling interests . . . . .		(525)
Subtotal . . . . .		<u>3,797</u>
Gain on disposal of subsidiaries ( <i>note II 5</i> ) . . . . .		<u>1,612</u>
Total consideration . . . . .		<u>5,409</u>
Satisfied by:		
Cash consideration . . . . .		5,292
Unlisted equity investments . . . . .		<u>117</u>
An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:		
Cash consideration . . . . .		5,292
Consideration received in 2023 . . . . .		(600)
Cash and cash equivalents disposed of . . . . .		<u>(1,818)</u>
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries in 2022 . . . . .		<u>2,874</u>

**34. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(a) Major non-cash transactions**

During the Relevant Periods, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB48,611,000, RMB17,314,000, RMB31,578,000 and RMB39,755,000 in respect of clinic and office premises, respectively.

**(b) Changes in liabilities arising from financing activities**

	<u>Interest-bearing bank borrowings</u>	<u>Lease liabilities</u>	<u>Redeemable preference shares</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>At 1 January 2021 (unaudited)</b> . . . . .	11,335	155,060	37,406
Changes from financing activities . . . . .	(1,825)	(38,124)	68,000
New leases . . . . .	–	48,611	–
Interest expenses on bank borrowings . . . . .	505	–	–
Interest expenses on lease liabilities . . . . .	–	7,926	–
Reassessment arising from lease modification . . . . .	–	(1,454)	–
Covid-19-related rent concessions from lessors . . . . .	–	(5,393)	–
Fair value losses on redeemable preference shares . . . . .	–	–	3,708
<b>At 31 December 2021</b> . . . . .	<u>10,015</u>	<u>166,626</u>	<u>109,114</u>

## APPENDIX I

## ACCOUNTANTS’ REPORT

	Interest-bearing bank borrowings	Lease liabilities	Redeemable preference shares
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>At 31 December 2021 and 1 January 2022</b> . . . . .	10,015	166,626	109,114
Changes from financing activities . . . . .	(10,140)	(40,734)	–
New leases . . . . .	–	17,314	–
Decreases as a result of disposal of a subsidiary . . . . .	–	(21,912)	–
Interest expenses on bank borrowings . . . . .	125	–	–
Interest expenses on lease liabilities . . . . .	–	6,554	–
Reassessment arising from lease modification . . . . .	–	(12,609)	–
Covid-19-related rent concessions from lessors . . . . .	–	(3,404)	–
Fair value losses on redeemable preference shares . . . . .	–	–	1,336
<b>At 31 December 2022</b> . . . . .	<u>–</u>	<u>111,835</u>	<u>110,450</u>
<b>At 31 December 2022 and 1 January 2023</b> . . . . .	–	111,835	110,450
Changes from financing activities . . . . .	–	(41,982)	–
New leases . . . . .	–	31,578	–
Interest expenses on lease liabilities . . . . .	–	5,507	–
Reassessment arising from lease modification . . . . .	–	(5,253)	–
Fair value losses on redeemable preference shares . . . . .	–	–	2,331
<b>At 31 December 2023</b> . . . . .	<u>–</u>	<u>101,685</u>	<u>112,781</u>
<b>At 31 December 2023 and 1 January 2024</b> . . . . .	–	101,685	112,781
Changes from financing activities . . . . .	–	(19,213)	–
New leases . . . . .	–	39,755	–
Interest expenses on lease liabilities . . . . .	–	2,754	–
Reassessment arising from lease modification . . . . .	–	(4,890)	–
Fair value losses on redeemable preference shares . . . . .	–	–	204
<b>At 30 June 2024</b> . . . . .	<u>–</u>	<u>120,091</u>	<u>112,985</u>

(c) **Total cash outflows for leases**

The total cash outflows for leases included in the statements of cash flows are as follows:

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within operating activities . . . . .	3,026	2,026	932	–	–
Within financing activities . . . . .	38,124	40,734	41,982	20,294	19,213
Total . . . . .	<u>41,150</u>	<u>42,760</u>	<u>42,914</u>	<u>20,294</u>	<u>19,213</u>

### 35. CONTINGENT LIABILITIES

As at 31 December 2021, 2022 and 2023 and 30 June 2024, the Group did not have any material contingent liabilities.

### 36. PLEDGE OF ASSETS

Details of the Group’s assets pledged for the Group’s bank loans are included in notes II 13 and note II 28 to the Historical Financial Information.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**37. COMMITMENTS**

The Group had the following contractual commitments at the end of each of the Relevant Periods:

	As at 31 December			As at 30 June	
	2021	2022	2023	2024	
	RMB'000	RMB'000	RMB'000	RMB'000	
Contracted, but not provided for:					
Property, plant and equipment . . . . .	7,661	4,109	2,982	3,978	

**38. RELATED PARTY TRANSACTIONS**

**(a) Name and relationship**

The directors of the Group are of the view that the following companies are related parties that had transactions or balances with the Group during the Relevant Periods:

Name of related parties	Relationship with the Group
Nanjing Pharmaceutical Hubei Co., Ltd. . . . .	An entity is held by Hubei Zhongshan Medical Investment Management Co., Ltd. as to 49%.
Hubei Zhongshan Medical Investment Management Co., Ltd. . . . .	An entity controlled by one of the Company’s shareholders

**(b) Transactions with related parties**

The Group had the following transactions with related parties during the Relevant Periods and the six months ended 30 June 2023:

	Note	As at 31 December			As at 30 June	
		2021	2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Purchases of goods . . . . .	(i)	1,410	1,211	1,309	668	587
Rental payments . . . . .		360	330	300	150	150
Rental income . . . . .		132	120	–	–	–
Total . . . . .		1,902	1,661	1,609	818	737

Note:

- (i) The transactions with the related parties were made in accordance with the terms and conditions mutually agreed by the parties involved. The balances with the related parties are trade in nature, unsecured, interest-free and payable on demand.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**(c) Outstanding balances with related parties**

	As at 31 December			As at 30 June
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Trade for payables:</b>				
Nanjing Pharmaceutical Hubei Co., Ltd. . . . .	36	4	3	4

**(d) Compensation of key management personnel of the Group:**

	Year ended 31 December			Six months ended 30 June	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000 <i>(unaudited)</i>	RMB'000
Wages, salaries and allowances . . . . .	2,385	4,018	4,749	1,732	1,880
Share-based payment expenses . . . . .	237	285	406	200	223
Pension scheme contributions . . . . .	37	36	44	22	25
Other employee benefits . . . . .	106	121	168	83	101
Total compensation paid to key management personnel . . . . .	<u>2,765</u>	<u>4,460</u>	<u>5,367</u>	<u>2,037</u>	<u>2,229</u>

Further details of directors’ and the chief executive’s emoluments are included in note II 8 to the Historical Financial Information.

**39. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

**As at 31 December 2021**

Financial assets

	Financial assets at FVTPL	Financial assets at amortised cost	Total
	RMB'000	RMB'000	RMB'000
Trade receivables . . . . .	–	5,501	5,501
Financial assets included in prepayments, other receivables and other assets . . . . .	–	8,119	8,119
Financial assets at FVTPL . . . . .	32,727	–	32,727
Cash and cash equivalents . . . . .	–	134,911	134,911
Contingent consideration . . . . .	2,390	–	2,390
Total . . . . .	<u>35,117</u>	<u>148,531</u>	<u>183,648</u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

Financial liabilities

	<b>Financial liabilities at FVTPL</b>	<b>Financial liabilities at amortised cost</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables . . . . .	–	19,923	19,923
Interest-bearing bank borrowings . . . . .	–	10,015	10,015
Financial liabilities included in other payables and accruals . . . . .	–	12,687	12,687
Redeemable preference shares . . . . .	109,114	–	109,114
<b>Total . . . . .</b>	<b>109,114</b>	<b>42,625</b>	<b>151,739</b>

**As at 31 December 2022**

Financial assets

	<b>Financial assets at FVTPL</b>	<b>Financial assets at amortised cost</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables . . . . .	–	3,751	3,751
Financial assets included in prepayments, other receivables and other assets . . . . .	–	11,461	11,461
Financial assets at FVTPL . . . . .	117	–	117
Cash and cash equivalents . . . . .	–	177,970	177,970
Contingent consideration . . . . .	976	–	976
<b>Total . . . . .</b>	<b>1,093</b>	<b>193,182</b>	<b>194,275</b>

Financial liabilities

	<b>Financial liabilities at FVTPL</b>	<b>Financial liabilities at amortised cost</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables . . . . .	–	18,014	18,014
Financial liabilities included in other payables and accruals . . . . .	–	5,938	5,938
Redeemable preference shares . . . . .	110,450	–	110,450
<b>Total . . . . .</b>	<b>110,450</b>	<b>23,952</b>	<b>134,402</b>

**As at 31 December 2023**

Financial assets

	<b>Financial assets at amortised cost</b>
	<i>RMB'000</i>
Trade receivables . . . . .	6,548
Financial assets included in prepayments, other receivables and other assets . . . . .	6,922
Cash and cash equivalents . . . . .	227,083
<b>Total . . . . .</b>	<b>240,553</b>



**APPENDIX I**

**ACCOUNTANTS’ REPORT**

Financial liabilities

	<u>Financial liabilities at FVTPL</u>	<u>Financial liabilities at amortised cost</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables . . . . .	–	17,298	17,298
Financial liabilities included in other payables and accruals . . . . .	–	5,411	5,411
Redeemable preference shares . . . . .	<u>112,781</u>	<u>–</u>	<u>112,781</u>
Total . . . . .	<u><u>112,781</u></u>	<u><u>22,709</u></u>	<u><u>135,490</u></u>

**As at 30 June 2024**

Financial assets

	<u>Financial assets at amortised cost</u>
Trade receivables . . . . .	6,747
Financial assets included in prepayments, other receivables and other assets . . . . .	11,108
Cash and cash equivalents . . . . .	<u>243,389</u>
Total . . . . .	<u><u>261,244</u></u>

Financial liabilities

	<u>Financial liabilities at FVTPL</u>	<u>Financial assets at amortised cost</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables . . . . .	–	17,514	17,514
Financial liabilities included in other payables and accruals . . . . .	–	6,538	6,538
Redeemable preference shares . . . . .	<u>112,985</u>	<u>–</u>	<u>112,985</u>
Total . . . . .	<u><u>112,985</u></u>	<u><u>24,052</u></u>	<u><u>137,037</u></u>

**40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

**Fair value**

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, interest-bearing bank borrowings, the current portion of financial assets included in prepayments, other receivables, the current portion of financial liabilities included in other payables and accruals, approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group’s finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the financial director. At the end of each reporting period, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the financial director.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

The fair values of the non-current portion of financial assets included in prepayments, other receivables and other assets have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group’s own non-performance risk for financial assets included in non-current prepayments, other receivables and other assets as at 31 December 2021, 2022 and 2023 and 30 June 2024 were assessed to be insignificant.

Below is a summary of significant unobservable inputs used in valuing equity investments designated at FVTPL and contingent consideration whose fair value measurements are categorised as Level 3 as at the end of each of the Relevant Periods together with a quantitative sensitivity analysis as at the end of each of the Relevant Periods:

	<u>Valuation technique</u>	<u>Significant unobservable inputs</u>		<u>Sensitivity of fair value to the input</u>
Unlisted equity investments as at 31 December 2022 . . .	Recent transaction method	Price	RMB480,000	5% increase/decrease in price of recent transaction would result in an increase/decrease in fair value by RMB58,500/ RMB58,500
Contingent consideration as at 31 December 2021 . . . .	Scenario analysis	Discount rate	3.30%-5.10%	10% increase/decrease of discount rate would result in a decrease/increase in fair value by RMB30,000/ RMB30,000
Contingent consideration as at 31 December 2022 . . . .	Scenario analysis	Discount rate	3.06%	10% increase/decrease discount rate would result in a decrease/increase in fair value by RMB10,000/ RMB10,000

**Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments:

Assets measured at fair value:

**As at 31 December 2021**

	<u>Fair value measurement using</u>			<u>Total</u>
	<u>Quoted prices in active markets (Level 1)</u>	<u>Significant observable inputs (Level 2)</u>	<u>Significant unobservable inputs (Level 3)</u>	
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	
Financial assets at FVTPL . . . . .	32,727	–	–	32,727
Contingent consideration . . . . .	–	–	2,390	2,390
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**As at 31 December 2022**

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at FVTPL . . . . .	–	–	117	117
Contingent consideration . . . . .	–	–	976	976
	<u>–</u>	<u>–</u>	<u>1,093</u>	<u>1,093</u>

Liabilities measured at fair value:

**As at 31 December 2021**

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Redeemable preference shares . . . . .	–	–	109,114	109,114
	<u>–</u>	<u>–</u>	<u>109,114</u>	<u>109,114</u>

**As at 31 December 2022**

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Redeemable preference shares . . . . .	–	–	110,450	110,450
	<u>–</u>	<u>–</u>	<u>110,450</u>	<u>110,450</u>

**As at 31 December 2023**

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Redeemable preference shares . . . . .	–	–	112,781	112,781
	<u>–</u>	<u>–</u>	<u>112,781</u>	<u>112,781</u>

**As at 30 June 2024**

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Redeemable preference shares . . . . .	–	–	112,985	112,985
	<u>–</u>	<u>–</u>	<u>112,985</u>	<u>112,985</u>

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group’s principal financial instruments comprise cash and cash equivalents, financial assets at FVTPL, redeemable preference shares and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group’s operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are credit risk and liquidity risk. The board of directors meet periodically to analyse and formulate measures to manage the Group’s exposure to these risks.

**Credit risk**

The carrying amounts of cash and cash equivalents, trade receivables, other receivables and other financial assets represent the Group’s maximum exposure equal to credit risk in relation to the financial assets.

The Group expects that there is no significant credit risk associated with cash and cash equivalents since they are substantially held in reputable state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from on-performance by these counterparties.

The Group trades only with recognised and creditworthy third parties. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In order to minimise the credit risk, the Group reviews the recoverable amount of each individual trade receivable periodically and the management also has monitoring procedures to ensure the follow-up action is taken to recover overdue receivables. In this regard, the directors of the Company consider that the Group’s credit risk is significantly reduced.

The Group also expects that there is no significant credit risk associated with other receivables and other financial assets since counterparties to these financial assets have no history of default.

**Maximum exposure and year-end staging**

The tables below show the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

**As at 31 December 2021**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Trade receivables* . . . . .	–	–	–	5,793	5,793
Financial assets included in prepayments, other receivables and other assets — Normal** . . . . .	8,178	–	–	–	8,178
Cash and cash equivalents — Not yet past due . . . . .	134,911	–	–	–	134,911
<b>Total . . . . .</b>	<b>143,089</b>	<b>–</b>	<b>–</b>	<b>5,793</b>	<b>148,882</b>

**APPENDIX I**

**ACCOUNTANTS’ REPORT**

**As at 31 December 2022**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables* . . . . .	–	–	–	3,948	3,948
Financial assets included in prepayments, other receivables and other assets — Normal** . . . . .	11,510	–	–	–	11,510
Cash and cash equivalents — Not yet past due . . . . .	<u>177,970</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>177,970</u>
Total . . . . .	<u>189,480</u>	<u>–</u>	<u>–</u>	<u>3,948</u>	<u>193,428</u>

**As at 31 December 2023**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables* . . . . .	–	–	–	6,896	6,896
Financial assets included in prepayments, other receivables and other assets — Normal** . . . . .	6,981	–	–	–	6,981
Cash and cash equivalents — Not yet past due . . . . .	<u>227,083</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>227,083</u>
Total . . . . .	<u>234,064</u>	<u>–</u>	<u>–</u>	<u>6,896</u>	<u>240,960</u>

**As at 30 June 2024**

	12-month ECLs	Lifetime ECLs			Total
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables* . . . . .	–	–	–	7,108	7,108
Financial assets included in prepayments, other receivables and other assets — Normal** . . . . .	11,188	–	–	–	11,188
Cash and cash equivalents — Not yet past due . . . . .	<u>243,389</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>243,389</u>
Total . . . . .	<u>254,577</u>	<u>–</u>	<u>–</u>	<u>7,108</u>	<u>261,685</u>

\* For trade receivables to which the Group applies the simplified approach method for impairment, information is disclosed in note II 21 to the Historical Financial Information.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

## APPENDIX I

## ACCOUNTANTS’ REPORT

### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group’s financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

As at 31 December 2021					
	On demand	Within 1 year	1 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	19,923	–	–	–	19,923
Financial liabilities included in other payables and accruals . .	12,687	–	–	–	12,687
Interest-bearing bank borrowings . . . . .	–	10,015	–	–	10,015
Lease liabilities . . . . .	–	46,373	71,052	79,472	196,897
Redeemable preference shares . .	–	–	133,110	–	133,110
Total . . . . .	<u>32,610</u>	<u>56,388</u>	<u>204,162</u>	<u>79,472</u>	<u>372,632</u>

As at 31 December 2022					
	On demand	Within 1 year	1 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	18,014	–	–	–	18,014
Financial liabilities included in other payables and accruals . .	5,938	–	–	–	5,938
Lease liabilities . . . . .	–	38,115	54,492	41,232	133,839
Redeemable preference shares . .	–	–	125,972	–	125,972
Total . . . . .	<u>23,952</u>	<u>38,115</u>	<u>180,464</u>	<u>41,232</u>	<u>283,763</u>

As at 31 December 2023					
	On demand	Within 1 year	1 to 3 years	Over 3 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	17,298	–	–	–	17,298
Financial liabilities included in other payables and accruals . .	5,411	–	–	–	5,411
Lease liabilities . . . . .	–	37,922	48,843	31,513	118,278
Redeemable preference shares . .	–	126,400	–	–	126,400
Total . . . . .	<u>22,709</u>	<u>164,322</u>	<u>48,843</u>	<u>31,513</u>	<u>267,387</u>

As at 30 June 2024					
	On demand	Within 1 year	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	17,514	–	–	–	17,514
Financial liabilities included in other payables and accruals . .	6,538	–	–	–	6,538
Lease liabilities . . . . .	–	34,744	47,545	49,422	131,711
Redeemable preference shares . .	–	124,006	–	–	124,006
Total . . . . .	<u>24,052</u>	<u>158,750</u>	<u>47,545</u>	<u>49,422</u>	<u>279,769</u>

---

## APPENDIX I

## ACCOUNTANTS’ REPORT

---

### Capital management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders’ value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

### 42. EVENTS AFTER THE RELEVANT PERIODS

In August 2024, the Company’s shareholders approved the “2023 Annual Profit Distribution Plan” at the annual general meeting, pursuant to which an aggregate amount of RMB50,000,000 should be paid to shareholders of the Company.

In September 2024, the Company entered into separate share repurchase agreements or capital reduction agreements with each of CITIC Securities Investment Co., Ltd, Wuhan Zhongyuan Jiupai Industry Investment Management Co., Ltd, Mr. Li Jiansheng, Mr. Zhu Chao, Suzhou Industrial Park Zhidao Private Fund Management Co., Ltd and Mr. Wang Qingsong, pursuant to which the Company agreed to repurchase all the 8,379,306 Shares held by these investors at a total consideration of RMB121.3 million, the consideration was fully settled on 8 October, 2024.

### 43. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of its subsidiaries in respect of any period subsequent to 30 June 2024.

**APPENDIX IIA      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*[To insert the firm’s letterhead]*

**A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS**

The following unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for illustration purpose only, and is set out below to illustrate the effect of the [REDACTED] on the consolidated net tangible liabilities as at 30 June 2024 as if [REDACTED] had taken place on that date.

The unaudited pro forma adjusted consolidated net tangible assets attributed to the owners of the parent has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the [REDACTED] been completed as at 30 June 2024 or any future date. It is prepared based on the consolidated net tangible liabilities as at 30 June 2024 as set out in the Accountants’ Report in Appendix I to this document, and adjusted as described below. The unaudited pro forma adjusted consolidated net tangible assets does not form part of the Accountants’ Report on the Historical Financial Information as set out in Appendix I to this document.

	Consolidated net tangible liabilities attributable to the equity shareholders of the Company as of June 30, 2024	Estimated [REDACTED] from the [REDACTED]	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent as at 30 June 2024	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share as at 30 June 2024	
	<i>RMB’000</i> <i>(Note 1)</i>	<i>RMB’000</i> <i>(Note 2)</i>	<i>RMB’000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>HK\$</i> <i>(Note 4)</i>
Based on an [REDACTED] of HK\$[REDACTED] per Share . . . . .	87,673	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per Share . . . . .	87,673	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



---

## APPENDIX IIA      UNAUDITED PRO FORMA FINANCIAL INFORMATION

---

*Notes:*

- (1) The unaudited consolidated net tangible liabilities attributable to owners of the parent as at 30 June 2024 is extracted from the Historical Financial Information set out in Appendix I to this document, which is arrived after deducting intangible assets attribute to owners of the parent and goodwill of RMB1,888,000 and RMB63,090,000, respectively, from the unaudited consolidated net assets attributable to owners of the parent of RMB152,651,000 as at 30 June 2024.
- (2) The estimated [REDACTED] from the [REDACTED] are calculated based on the [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per Share, being the low-end price and high-end price of the stated [REDACTED] range, respectively, after deduction of the [REDACTED] fees and other related expenses payable by the Company and do not take into account any shares which may be issued upon exercise of the [REDACTED].
- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company and the amounts per Share are arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] shares were in issue assuming the [REDACTED] had been completed on 30 June 2024 and the respective [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per Share. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share as at 30 June 2024 would then be adjusted to RMB[REDACTED] (HK\$[REDACTED]) or RMB[REDACTED] (HK\$[REDACTED]) based on the [REDACTED] of HK\$[REDACTED] per Share or HK\$[REDACTED] per Share, respectively, assuming that the repurchasing and reducing of 8,379,306 shares in September 2024 (as described in “History, Development and Corporate Structure — Share Repurchase and Reduction of Capital”) had been completed as of 30 June 2024.
- (4) In connection with the preparation of the unaudited pro forma financial information, the unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at a rate of RMB1=HK\$0.9242. No representation is made that the RMB amounts have been, could have been or may be converted into Hong Kong dollar, or vice versa at that rate.
- (5) Except as disclosed above, no adjustment has been made to reflect any trading result or other transactions of our Group entered into subsequent to 30 June 2024.

---

**APPENDIX IIA      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

[REDACTED]

---

**APPENDIX IIA      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

[REDACTED]

---

**APPENDIX IIA      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

[REDACTED]

**APPENDIX IIB**

**UNAUDITED PRELIMINARY FINANCIAL INFORMATION  
FOR THE YEAR ENDED DECEMBER 31, 2024**

---

*The following is the preliminary financial information of our Group as of and for the year ended December 31, 2024 (the “**2024 Preliminary Financial Information**”), together with comparative financial figures as of and for the year ended December 31, 2023 and a discussion and analysis of our Group’s financial condition and results of operations. The 2024 Preliminary Financial Information has not been audited. Investors should bear in mind that the 2024 Preliminary Financial Information in this appendix may be subject to adjustments.*

[●]

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

### PRC TAXATION

#### Taxation of Security Holders

The taxation of income and capital gains of holders of H shares is subject to the laws and practises of the PRC and of jurisdictions in which holders of H shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current effective PRC laws and practises and no predictions are made about changes or adjustments to relevant laws or policies, and no comments or suggestions will be made accordingly. The discussion does not deal with all possible tax consequences relating to an investment in the H shares, nor does it take into account the specific circumstances of any particular investor, some of which may be subject to special regulations. Accordingly, you should consult your own tax adviser regarding the tax consequences of an investment in H shares. The discussion is based upon PRC laws and relevant interpretations in effect as at the date of this document, all of which are subject to change and may have retrospective effect. Prospective investors are urged to consult their financial adviser regarding the PRC and other tax consequences of owning and disposing of H shares.

#### *Taxation on dividends*

##### *Individual investors*

Pursuant to the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法), which was last amended on August 31, 2018 by the SCNPC and came into effect on January 1, 2019, and the Regulations on Implementation of the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法實施條例), which were last amended on December 18, 2018 by the State Council and came into effect on January 1, 2019, dividends paid by PRC enterprises are subject to individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from a PRC enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by an applicable tax treaty.

Pursuant to the Notice of the STA on Issues Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45) (Guo Shui Han [2011] No. 348) (國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知(國稅函[2011]348號)) issued by the STA on 28 June 2011, which came into effect on the same day, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, when distributing dividends, withhold individual income tax at the rate of 10%. For the individual holders of H shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rate of lower than 10%, non-foreign-invested enterprises listed in Hong Kong may apply on behalf of such holders for enjoying the lower preferential tax treatments, and, upon approval by the tax authorities, the excessive withholding amount will be refunded. For the individual holders of H shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rate of higher than 10% but lower than 20%, the non-foreign-invested enterprise is required to withhold the tax at the agreed rate under the treaties, and no application procedures will be necessary. For the individual holders of H shares receiving dividends who are citizens of countries without taxation treaties with the PRC or are under other situations, the non-foreign-invested enterprise is required to withhold the tax at a rate of 20%.

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

### *Enterprise investors*

According to the EIT Law, which was latest amended by the SCNPC and implemented on December 29, 2018, and the Implementation Rules for the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例) enacted on December 6, 2007 by the State Council and became effective on January 1, 2008, and amended on April 23, 2019, a non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income (including dividends received from a PRC resident enterprise that issues shares in Hong Kong), if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such establishment or premise. The aforesaid income tax payable for non-resident enterprises is deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise.

The Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H-Share Holders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知(國稅函[2008]897號)), which was issued and implemented by the STA on November 6, 2008, further clarifies that a PRC-resident enterprise must withhold enterprise income tax at a rate of 10% on the dividends of 2008 and onwards that it distributes to overseas non-resident enterprise shareholders of H shares. In addition, the Response to Questions on Levying Enterprise Income Tax on Dividends Derived by Non-resident Enterprise from Holding Stock such as B Shares (Guo Shui Han [2009] No. 394) (關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆(財稅函[2009]394號)), which was issued by the STA and came into effect on July 24, 2009, further provides that any PRC-resident enterprise whose shares are listed on overseas stock exchanges must withhold and remit enterprise income tax at a rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprises. Such tax rates may be further modified pursuant to the tax treaty or agreement that China has entered into with a relevant country or region, where applicable.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排) (the "Arrangement"), which was signed between the STA and the Hong Kong Government on August 21, 2006, the PRC government may levy taxes on the dividends paid by a PRC company to Hong Kong residents (including resident individual and resident entities) in an amount not exceeding 10% of the total dividends payable by the PRC company unless a Hong Kong resident directly holds 25% or more of the equity interest in the PRC company, then such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (<內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排>第五議定書), which came into effect on December 6, 2019, added a criteria for the qualification of entitlement to enjoy treaty benefits. Although there may be

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

other provisions under the Arrangement, the treaty benefits under the criteria shall not be granted in the circumstance where relevant gains, after taking into account all relevant facts and conditions, are reasonably deemed to be one of the main purposes for the arrangement or transactions which will bring any direct or indirect benefits under this Arrangement, except when the grant of benefits under such circumstance is consistent with relevant objective and goal under the Arrangement. The application of the dividend clause of tax agreements is subject to the requirements of PRC tax law and regulation, such as the Notice of the STA on the Issues Concerning the Application of the Dividend Clauses of Tax Agreements (Guo Shui Han [2009] No. 81) (國家稅務總局關於執行稅收協定股息條款有關問題的通知(國稅函[2009]81號)).

### *Tax Treaties*

Non-resident investors residing in jurisdictions which have entered into treaties or adjustments for the avoidance of double taxation with the PRC might be entitled to a reduction of the PRC enterprise income tax imposed on the dividends received from PRC enterprises. The PRC currently has entered into avoidance of double taxation treaties or arrangements with a number of countries and regions including Hong Kong, Macau, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant taxation treaties or arrangements are required to apply to the PRC tax authorities for a refund of the enterprise income tax in excess of the agreed tax rate, and the refund application is subject to approval by the PRC tax authorities.

### *Taxation on share transfer*

#### *Value-Added Tax ("VAT") and Local Surcharges*

Pursuant to the Notice on the Full Implementation of Pilot Programme for Transition from Business Tax to VAT (Cai Shui [2016] No. 36) (關於全面推開營業稅改徵增值稅試點的通知(財稅[2016]36號)), effective from May 1, 2016, entities and individuals engaged in sales of services within the PRC shall be subject to VAT and sales of services within the PRC refers to the situation where either the seller or the buyer of a taxable service is located within the PRC. The notice also provides that transfer of financial products, including transfer of the ownership of marketable securities, shall be subject to VAT at 6% on the taxable income (which is the balance of sales price upon deduction of purchase price), for a general or a foreign VAT taxpayer. However, individuals are exempt from VAT upon transfer of financial products.

VAT taxpayers are also subject to urban maintenance and construction tax, education surcharge and local education surcharge (collectively, "**local surcharges**"), which is usually at 12% of the VAT payable, if any. However, pursuant to the Urban Maintenance and Construction Tax Law of the PRC (中華人民共和國城市維護建設稅法) which became effective on September 1, 2021, no urban maintenance and construction tax shall be levied on value-added tax or consumption tax paid for the sale of labour services, other services and intangible assets in China by overseas entities or individuals. Meanwhile, pursuant to Announcement on the



## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

Measures for Determining the Tax Basis of Urban Maintenance and Construction Tax and Other Matters (關於城市維護建設稅計稅依據確定辦法等事項的公告), the basis for calculating and levying education surcharges and local education surcharges is consistent with the basis for calculating the urban maintenance and construction tax since September 1, 2021. In conclusion, no urban maintenance and construction tax, education surcharges, and local education surcharges will be levied on value-added tax paid for the sale of intangible assets in China by overseas entities or individuals since September 1, 2021.

However, it is still uncertain whether the non-PRC resident enterprises are required to pay the PRC VAT for the disposal of H shares in practise. If relevant tariffs are imposed in the future, the investment value of such holders in H shares may be materially and adversely affected.

### *Income Tax*

#### *Individual investor*

According to the Individual Income Tax Law of the PRC and its implementation rules, the proceeds from the sale of equity interests in PRC-resident enterprise are subject to income tax at a tax rate of 20%.

According to the Notice Concerning Continuing Temporary Exemption from Individual Income Tax on the Income From Stocks Transfer (Cai Shui Zi [1998] No. 61) (關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知(財稅字[1998]61號)) promulgated by the STA and became effective on March 30, 1998, since January 1, 1997, the individual income tax levied on the individual income from transfer of stocks of listed companies will continue to be temporarily exempted. In the newly revised Individual Income Tax Law of the PRC, the STA did not clearly stipulate whether to continue to exempt individuals from tax on the income from transfer of stocks of listed companies.

Furthermore, the Notice of the State Administration of Taxation on Issues Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2009] No. 167) (關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知(財稅[2009]167號)) jointly issued by the MOF, the STA and the CSRC and implemented on 31 December 2009 stipulates that individuals' income from the transfer of listed shares obtained from the public offering of listed companies and transfer market on the Shanghai Stock Exchange and the Shenzhen Stock Exchange shall continue to be exempted from the individual income tax, provided that it excludes the relevant restricted shares as defined in the Supplementary Notice Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2010] No. 70) (關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知(財稅[2010]70號)) jointly issued by these departments and implemented on 10 November 2010. As at the Latest Practicable Date, the aforementioned provisions did not specify whether to impose the individual income tax on the income from the transfer of shares of PRC-resident enterprise listed on overseas stock exchanges by non-PRC resident individuals.

## **APPENDIX III**

## **TAXATION AND FOREIGN EXCHANGE**

### *Enterprise investors*

In accordance with the EIT Law and its implementation rules, a non-resident enterprise that has not established an establishment or premises in the PRC or it has established an establishment and premises but the income received has no actual connection with the establishment and premises, it shall pay an enterprise income tax at a rate of 10% for the income arising within the PRC (including the income from sale of equity interests of PRC-resident enterprise). The aforesaid income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise on each payment or when it is payable on due date. The withholding tax may be reduced pursuant to applicable treaties or agreements on avoidance of double taxation.

### *Stamp Duty*

In accordance with the Stamp Tax Law of the People's Republic of China (中華人民共和國印花稅法) promulgated by the Standing Committee of the NPC on 10 June 2021 and came into effect on 1 July 2022, entities and individuals that issue taxable certificates and conduct securities transactions within the territory of PRC, or entities and individuals who issue taxable certificates and conduct securities transactions outside the territory of PRC to be used within the territory of the PRC shall subject to stamp duty.

### *Estate Duty*

As at the Latest Practicable Date, no estate duty is levied within the PRC.

## **PRINCIPAL TAXATION OF OUR COMPANY IN THE PRC**

### **Enterprise Income Tax**

The Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), promulgated by the National People's Congress on 16 March 2007, came into effect on 1 January 2008 and last amended on 29 December 2018, as well as the Implementation Rules of the Enterprise Income Tax Law (中華人民共和國企業所得稅法實施條例), promulgated by the State Council on 6 December 2007, came into force on 1 January 2008 and amended on 23 April 2019, are the principal law and regulation governing enterprise income tax in the PRC. According to the EIT Law and its implementation rules, enterprises are classified into resident enterprises and non-resident enterprises. Resident enterprises refer to enterprises that are legally established in the PRC, or are established under foreign laws but whose actual management bodies are located in the PRC. Non-resident enterprises refer to enterprises that are legally established under foreign laws and have set up institutions or sites in the PRC but with no actual management body in the PRC, or enterprises that have not set up institutions or sites in the PRC but have derived incomes from the PRC. A uniform income tax rate of 25% applies to all resident enterprises and non-resident enterprises that have set up institutions or sites in the PRC to the extent that such incomes are derived from their set-up institutions or

## **APPENDIX III**

## **TAXATION AND FOREIGN EXCHANGE**

sites in the PRC, or such income are obtained outside the PRC but have an actual connection with the set-up institutions or sites. And non-resident enterprises that have not set up institutions or sites in the PRC or have set up institutions or sites but the incomes obtained by the said enterprises have no actual connection with the set-up institutions or sites, shall pay enterprise income tax at the rate of 10% in relation to their income sources from the PRC.

Pursuant to the Administrative Measures on Accreditation of High-tech Enterprises (高新技術企業認定管理辦法) promulgated on 14 April 2008 and amended on 29 January 2016, qualifications of an accredited high-tech enterprise shall be valid for three years from the date of issuance of the certificate. Upon obtaining the qualification as a high-tech enterprise, the enterprise shall complete tax reduction and exemption formalities with the tax authorities in charge pursuant to the provisions of Article 4 of these Measures.

### **Value-Added Tax**

The major PRC Law governing value-added tax are the Interim Regulations on Value-added Tax of the PRC (中華人民共和國增值稅暫行條例) issued on 13 December 1993 by the State Council, came into effect on 1 January 1994, and last revised on 19 November 2017, as well as the Implementation Rules for the Interim Regulations on Value-Added Tax of the PRC (中華人民共和國增值稅暫行條例實施細則) issued on 25 December 1993 by the MOF, came into effect on the same day and last revised on 28 October 2011, any entities and individuals engaged in the sale of goods, supply of processing, repair and replacement services, and import of goods within the territory of the PRC are taxpayers of VAT and shall pay the VAT in accordance with the law and regulation. The rate of VAT for sale of goods is 17% unless otherwise specified, such as the rate of VAT for sale of transportation is 11%. With the VAT reforms in the PRC, the rate of VAT has been changed several times. The MOF and the STA issued the Notice of on Adjusting VAT Rates (Cai Shui [2018] No. 32) (關於調整增值稅稅率的通知(財稅[2018]32號)) on 4 April 2018 to adjust the tax rates of 17% and 11% applicable to any taxpayer's VAT taxable sale or import of goods to 16% and 10%, respectively, and this adjustment became effect on 1 May 2018. Subsequently, the MOF, the STA and the General Administration of Customs jointly issued the Announcement on Relevant Policies for Deepening the VAT Reform (關於深化增值稅改革有關政策的公告) on 20 March 2019 to make a further adjustment, which came into effect on 1 April 2019. The tax rate of 16% applicable to the VAT taxable sale or import of goods shall be adjusted to 13%, and the tax rate of 10% applicable thereto shall be adjusted to 9%.

### **PRC FOREIGN EXCHANGE**

The lawful currency of the PRC is Renminbi, which is currently subject to foreign exchange regulation according to relevant laws and regulations. SAFE, with the authorisation of the PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulatory regulations.

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

On 29 January 1996, the State Council promulgated the Regulations of the PRC for Foreign Exchange Control (中華人民共和國外匯管理條例) (the “**Foreign Exchange Control Regulations**”) which became effective on 1 April 1996. The Foreign Exchange Control Regulations classify all international payments and transfers into current items and capital items. Most of the current items are no longer subject to SAFE’s approval, while capital items remain unchanged. The Foreign Exchange Control Regulations were subsequently amended on 14 January 1997 and 5 August 2008. The latest amendment to the Foreign Exchange Control Regulations clearly states that no restriction will be imposed on international current payments and transfers.

On 20 June 1996, the PBOC promulgated the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (Yin Fa [1996] No. 210) (結匯、售匯及付匯管理規定(銀發[1996]210號)), which abolished the remaining restrictions on convertibility of foreign exchange under current items, while retaining the existing restrictions on foreign exchange transactions under capital items accounts.

According to the Announcement on Improving the Reform of the Renminbi (the PBOC Announcement [2005] No. 16) (關於完善人民幣匯率形成機制改革的公告(中國人民銀行公告[2005]第16號)), issued by the PBOC on 21 July 2005 and effective on the same date, the PRC began to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of currencies. The Renminbi exchange rate was no longer pegged to the U.S. dollar. The PBOC would publish the closing price of the exchange rate of the Renminbi against trading currencies such as the U.S. dollar in the interbank foreign exchange market after the closing of the market on each working day, as the central parity of the currency against Renminbi transactions on the following working day.

Starting from 4 January 2006, the PBOC introduced over-the-counter transactions into the interbank spot foreign exchange market for the purpose of improving the formation mechanism of the central parity of Renminbi exchange rates, and the practise of matching was kept at the same time. In addition to the above, the PBOC introduced the market-maker rule to provide liquidity to the foreign exchange market. On 1 July 2014, the PBOC further improved the formation mechanism of the RMB exchange rate by authorising the China Foreign Exchange Trade System to make inquiries with the market makers before the interbank foreign exchange market opens every day for their offered quotations which are used as samples to calculate the central parity of the RMB against the USD on that day using the weighted average of the remaining market makers’ offered quotations after excluding the highest and lowest quotations, and announce the central parity of the RMB against currencies such as the USD at 9:15 a.m. on each working day. On 11 August 2015, the PBOC announced to improve the central parity quotations of RMB against the USD by authorising market makers to provide central parity quotations to the China Foreign Exchange Trading System before the interbank foreign exchange market opens every day with reference to the interbank foreign exchange market closing rate of the previous day, the supply and demand for foreign exchange as well as changes in major international currency exchange rates.

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

On 5 August 2008, the State Council promulgated the revised Foreign Exchange Control Regulations of the PRC, which have made substantial changes to the foreign exchange supervision system of the PRC. First, the regulations have adopted an approach of balancing the inflow and outflow of foreign exchange. Foreign exchange income received overseas can be repatriated or deposited overseas, and foreign exchange and settlement funds under the capital account are required to be used only for purposes as approved by the competent authorities and foreign exchange administrative authorities; second, the regulations have improved the RMB exchange rate floating system based on market supply and demand under management; third, in the event that international balance of payment suffer or may suffer a material misbalance, or the national economy encounters or may encounter a severe crisis, the State may adopt necessary safeguard or control measures against international balance of payment; fourth, the regulations have enhanced the supervision and administration of foreign exchange transactions and grant extensive authorities to SAFE to enhance its supervisory and administrative powers.

According to the relevant laws and regulations in the PRC, PRC enterprises which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened at designated banks that carry foreign exchange business, on the strength of valid receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, after paying taxes in according to the law, on the strength of resolutions of the board of directors on the distribution of profits, effect payment from foreign exchange accounts opened at designated banks that carry foreign exchange business, or effect exchange and payment at designated banks.

The Decisions on Matters including Cancelling and Adjusting a Batch of Administrative Approval Items (Guo Fa [2014] No. 50) (關於取消和調整一批行政審批項目等事項的決定(國發[2014]50號)) promulgated by the State Council and came into effect on 23 October 2014 provide to cancel the approval requirement of SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into RMB domestic accounts.

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration of Overseas Listing (Hui Fa [2014] No. 54) (關於境外上市外匯管理有關問題的通知(匯發[2014]54號)) issued by SAFE and became effective on 26 December 2014, a domestic company shall, within 15 business days of the date of the end of its overseas listing issuance, register the overseas listing with the branch office of SAFE located at its registered address; the proceeds from an overseas listing of a domestic company may be repatriated to China or deposited overseas, provided that the intended use of the proceeds shall be consistent with the content of the document or other public disclosure documents. A domestic company (except for bank financial institutions) shall present its certificate of overseas listing to open a dedicated foreign exchange account at a domestic bank for its initial public offering (or follow-on offering) and repurchase business to handle the exchange, remittance and transfer of funds for the business concerned.

## APPENDIX III

## TAXATION AND FOREIGN EXCHANGE

According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (Hui Fa [2015] No. 13) (關於進一步簡化和改進直接投資外匯管理政策的通知(匯發[2015]13號)) promulgated by SAFE on 13 February 2015 and became effective on 1 June 2015, and partially repealed on 30 December 2019, the confirmation of foreign exchange registration under domestic direct investment and the confirmation of foreign exchange registration under overseas direct investment shall be directly examined and handled by banks. SAFE and its branch offices shall indirectly regulate the foreign exchange registration of direct investment through banks.

According to the Notice on Policies for Reforming and Regulating the Control over Foreign Exchange Settlement of Capital Accounts (Hui Fa [2016] No. 16) (關於改革和規範資本項目結匯管理政策的通知(匯發[2016]16號)) which was promulgated by SAFE and became effective on 9 June 2016, foreign currency earnings in capital account that relevant policies of willingness exchange settlement have been clearly implemented on (including the recalling of raised capital by overseas listing) may undertake foreign exchange settlement in the banks according to actual business needs of the domestic institutions. The tentative percentage of foreign exchange settlement for foreign currency earnings in capital account of domestic institutions is 100%, subject to adjust of SAFE in due time in accordance with international revenue and expenditure situations.

According to the Notice on Optimising Administration of Foreign Exchange to Support the Development of Foreign-related Business (Hui Fa [2020] No. 8) (國家外匯管理局關於優化外匯管理支持涉外業務發展的通知(匯發[2020]8號)) issued by SAFE and became effective on 10 April 2020, eligible enterprises are allowed to make domestic payments by using their capital, foreign credits and the income under capital accounts of overseas listing, without providing materials to the bank in advance for authenticity verification on an item-by-item basis, provided that their utilised capital shall be authentic and in line with provisions, and conform to the prevailing administrative regulations related to the use of income under capital accounts. The concerned bank shall manage and control the relevant business risks under the principle of prudent business development and conduct spot checks afterwards in accordance with the relevant requirements. Local foreign exchange authorities shall strengthen monitoring and analysis and interim and ex-post supervision.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

### **PRC LAWS AND REGULATIONS**

This Appendix sets out summaries of certain aspects of PRC laws and regulations, which are relevant to the Company’s operations and business. Laws and regulations relating to taxation in the PRC are discussed separately in “Appendix III — Taxation and Foreign Exchange” to this document. The principal objective of this summary is to provide potential investors with an overview of the principal PRC legal and regulatory provisions applicable to the Company. This summary is not intended to include all the information which may be important to potential investors. For more details on laws and regulations which are relevant to our business, please refer to the section headed “Regulatory Overview” in this document.

#### **The PRC Legal System**

The PRC legal system is based on the PRC Constitution (中華人民共和國憲法) and is made up of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules and regulations of State Council departments, rules and regulations of local governments, laws of special administrative regions and international treaties of which the PRC government is a signatory, and other regulatory documents. Court judgements do not constitute legally binding precedents, although they may be used for the purposes of judicial reference and guidance.

Pursuant to the PRC Constitution and the Legislation Law of the PRC (中華人民共和國立法法), the NPC and its standing committee are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend basic laws governing State organs, civil, criminal and other matters. The SCNPC is empowered to formulate and amend laws other than those required to be enacted by the NPC and to supplement and amend parts of the laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of state administration and has the power to formulate administrative regulations based on the PRC Constitution and laws.

The people’s congresses of the provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual needs of their respective administrative areas, provided that such regulations do not contravene any provision of the PRC Constitution, laws or administrative regulations. The people’s congresses of cities with districts and their respective standing committees may formulate local regulations with respect to urban and rural construction and administration, environmental protection, historical and cultural protection and other aspects according to the specific circumstances and actual needs of such cities, which will become enforceable after being reported to and approved by the standing committees of the people’s congresses of the relevant provinces or autonomous regions, provided that such local regulations do not contravene any provision of the PRC Constitution, laws, administrative regulations and local regulations of their respective provinces or autonomous regions.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

The ministries and commissions of the State Council, PBOC, the National Audit Office of the PRC and the subordinate institutions with administrative functions directly under the State Council may formulate rules and regulations within the authorisation of their respective departments in accordance with the laws and administrative regulations, and the decisions and orders of the State Council. The people's governments of the provinces, autonomous regions, municipalities directly under the central government and cities with districts may formulate rules and regulations in accordance with the laws, administrative regulations and local regulations of such provinces, autonomous regions and municipalities directly under the central government.

The PRC Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations may contravene the PRC Constitution. The PRC laws rank higher than administrative regulations, local regulations and rules. The administrative regulations rank higher than local regulations and rules. The rules enacted by the people's governments of the provinces or autonomous regions rank higher than the rules enacted by the people's governments of the cities with districts and autonomous prefectures within the administrative areas of such provinces and the autonomous regions.

The NPC has the power to alter or annul any inappropriate laws enacted by its standing committee, and to annul any autonomous regulations or separate regulations which have been approved by its standing committee, but which contravene the PRC Constitution or the PRC Legislation Law. The SCNPC has the power to annul any administrative regulations that contravene the PRC Constitution and laws, to annul any local regulations that contravene the PRC Constitution, laws or administrative regulations, and to annul any autonomous regulations or local regulations which have been approved by the standing committees of the people's congresses of the relevant provinces, autonomous regions or municipalities, but which contravene the PRC Constitution and the PRC Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people's congresses of provinces, autonomous regions or municipalities have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The standing committees of local people's congresses have the power to annul inappropriate rules enacted by the people's governments at the corresponding level. The people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the PRC Constitution, the power to interpret laws is vested in the SCNPC. Pursuant to the Resolution of the SCNPC Providing an Improved Interpretation of the Law (全國人民代表大會常務委員會關於加強法律解釋工作的決議) passed on June 10, 1981, issues related to the further clarification or supplement of laws should be interpreted or provided by the SCNPC, issues related to the specific application of laws and decrees in a court trial should be interpreted by the Supreme People's Court, issues related to the specific application of laws and decrees in a prosecution process should be interpreted by the Supreme People's Procuratorate, and the legal issues other than the above-mentioned should be interpreted by the State Council and the competent authorities. If there are differences in principle in the



---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

interpretation of the Supreme People's court and the Supreme People's Procuratorate, they shall be submitted to the SCNPC for interpretation or decision. The State Council and its ministries and commissions are also vested with the power to give interpretations of the administrative regulations and departmental rules which they have promulgated. At the regional level, the power to interpret regional laws is vested in the regional legislative and administrative authorities which promulgate such laws.

### **The PRC Judicial System**

Pursuant to the PRC Constitution and the Law of Organisation of the People's Courts of the PRC (中華人民共和國人民法院組織法) most recently revised on October 26, 2018 and taking effect on January 1, 2019, the people's courts are classified into the Supreme People's Court, the local people's courts at various local levels, and other special people's courts. The local people's courts at various local levels are divided into three levels, namely, the primary people's courts, the intermediate people's courts and the higher people's courts. The primary people's courts are further divided into civil, criminal and economic tribunals. The intermediate people's courts have structure similar to those of the primary people's courts and other special tribunals, such as the intellectual property courts, military courts and maritime courts. These two levels of people's courts are subject to supervision by people's courts at higher levels. The Supreme People's Procuratorate is authorised to supervise the judgement and ruling of the people's courts at all levels which have been legally effective, and the people's procuratorate at a higher level is authorised to supervise the judgement and ruling of a people's court at a lower level which have been legally effective. The Supreme People's Court is the highest judicial authority in the PRC. It supervises the administration of justice by the people's courts at all levels.

The people's courts employ a two-tier appellate system. The judgements or rulings of the second instance at a people's court are final. A party may appeal against the judgement or ruling of the first instance of a local people's court. The people's procuratorate may present a protest to the people's court at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people's procuratorate within the stipulated period, the judgements or rulings of the people's court are final. Judgements or rulings of the second instance of the intermediate people's courts, the higher people's courts and the Supreme People's Court are final. Judgements or rulings of the first instance of the Supreme People's Court are also final. However, if the Supreme People's Court or a people's court at the next higher level discovers an error in a final and binding judgement or ruling which has taken effect in any people's court at a lower level, or the presiding judge of a people's court finds an error in a final and binding judgement or ruling which has taken effect in the court over which he presides, a retrial of the case may be initiated according to the judicial supervision procedures.

The Civil Procedure Law of the PRC (中華人民共和國民事訴訟法) adopted on April 9, 1991 and most recently amended on September 1, 2023, prescribes the conditions for instituting a civil action, the jurisdiction of the people's courts, the procedures to be followed for conducting a civil action, and the procedures for enforcement of a civil judgement or ruling.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

All parties to a civil action conducted within the PRC must abide by the PRC Civil Procedure Law. A civil case is generally heard by the court located in the defendant's place of domicile. The court of jurisdiction in respect of a civil action may also be chosen by explicit agreement among the parties to a contract, provided that the people's court having jurisdiction should be located at places directly connected with the disputes, such as the plaintiff's or the defendant's place of domicile, the place where the contract is executed or signed or the place where the object of the action is located. However, such choice shall not in any circumstances contravene the provisions on grade jurisdiction and exclusive jurisdiction.

A foreign individual, a person without nationality, a foreign enterprise or a foreign organisation that institute or respond to proceedings in a people's court is given the same litigation rights and obligations as a citizen or legal person of the PRC. Should a foreign court limit the litigation rights of PRC citizens and enterprises, the PRC court shall apply the same limitations to the citizens and enterprises of such foreign country. A foreign individual, a person without nationality, a foreign enterprise or a foreign organisation must engage a PRC lawyer in case he/she or it needs to engage a lawyer for the purpose of initiating actions or defending against litigations at a PRC court. In accordance with the international treaties to which the PRC is a signatory or a participant or according to the principle of reciprocity, a people's court and a foreign court may request each other to serve documents, conduct investigation, collect evidence and conduct other actions on its behalf. A PRC court shall not accommodate any request made by a foreign court which will result in the violation of sovereignty, security or public interests of the PRC.

All parties to a civil action shall perform legally effective judgements and rulings. If any party to a civil action refuses to abide by a judgement or ruling made by a people's court or an award made by an arbitration tribunal in the PRC, the other party may apply to the people's court for the enforcement of the same within two years, subject to application for postponed enforcement or revocation. If a party fails to satisfy within the stipulated period a judgement which the court has granted an enforcement approval, the court may, upon the application of the other party, mandatorily enforce the judgement.

A party seeking to enforce a judgement or ruling of a people's court against another party who is not or whose property is not within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of such judgement or ruling. Alternatively, the people's court may, pursuant to an international treaty concluded or acceded to by the PRC or in accordance with the principle of reciprocity, request the foreign court to recognise and execute the judgement or ruling. Likewise, if the PRC has entered into either a treaty relating to judicial enforcement with the relevant foreign country or according to the principle of reciprocity, a foreign judgement or ruling may also be recognised and enforced in accordance with the PRC enforcement procedures by a PRC court unless the people's court considers that the recognition or enforcement of such judgement or ruling would violate the basic legal principles of the PRC, its sovereignty or national security, or would not be in the public interest.

---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

### **The PRC Company Law, Overseas Listing Trial Measures and Guidance for Articles of Association**

A joint stock limited company incorporated in the PRC and seeking a listing on the Stock Exchange is mainly subject to the following laws and regulations in the PRC:

- The PRC Company Law (中華人民共和國公司法) which was promulgated on December 29, 2023 and took effect on July 1, 2024;
- The Overseas Listing Trial Measures and five relevant guidelines which were promulgated by the CSRC on February 17, 2023 pursuant to the PRC Securities Law and are applicable to the direct and indirect overseas share offering or listing of domestic companies; and
- The Guidelines for Articles of Association of Listed Companies (上市公司章程指引) (the “**Guidance for Articles of Association**”) which was most recently amended on December 15, 2023 by the CSRC. The Articles of Association is formulated based on the Guidance for Articles of Association on a reference basis, the summary of which is set out in the section entitled “Appendix V — Summary of the Articles of Association” to this document.

Set out below is a summary of the major provisions of the currently effective PRC Company Law, the Overseas Listing Trial Measures and the Guidance for Articles of Association which are applicable to the Company.

#### ***General***

A joint stock limited company refers to a corporate legal person established in China under the PRC Company Law with its registered capital divided into shares. All shares of the company shall be either par value shares or no par value shares in accordance with the company’s articles of association. Where par value shares are adopted, each share shall have equal value. The liability of the company is limited to the total amount of all assets it owns and the liability of its shareholders is limited to the extent of the shares they subscribe for.

The company shall conduct its business in accordance with laws and administrative regulations. It may invest in other limited liability companies and joint stock limited companies and its liabilities with respect to such invested companies are limited to the amount invested. Unless otherwise provided by law, the company may not be a contributor that undertakes joint liabilities for the debts of the invested companies.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

### ***Incorporation***

A company may be incorporated by promotion or floatation. A company shall be incorporated by a minimum of one but no more than 200 promoters, and at least half of the promoters must be residents within the PRC. Companies incorporated by promotion are companies of which the entire registered capital is subscribed for by the promoters. Shares in the company incorporated by promotion shall not be offered to others unless the registered capital has been fully paid up. If laws, administrative regulations and decisions of the State Council have separate provisions on paid-in registered capital and the minimum registered capital, the company should follow such provisions.

For companies incorporated by way of promotion, the promoters shall subscribe in writing for the shares required to be subscribed for by them and pay up their capital contributions under the articles of association. Procedures relating to the transfer of titles to non-monetary assets shall be duly completed if such assets are to be contributed as capital. Promoters who fail to pay up their capital contributions in accordance with the foregoing provisions shall assume default liabilities in accordance with the covenants set out in the promoters' agreements. After the promoters have confirmed the capital contribution under the articles of association, a board of directors and a board of supervisors shall be elected and the board of directors shall apply for registration of incorporation by filing the articles of association with the company registration authority, and other documents as required by laws or administrative regulations.

Where companies are incorporated by floatation, not less than 35% of their total number of shares must be subscribed for by the promoters, unless otherwise provided for by laws or administrative regulations. The promoters shall preside over and convene an inauguration meeting within thirty days from the date of the full payment of subscription capital. The inauguration meeting shall be formed by the promoters and subscribers. Where the shares issued are not fully subscribed for within the offer period stipulated in the share offering prospectus, or where the promoter fails to convene an inauguration meeting within thirty days of the subscription capital for the shares issued being fully paid up, the subscribers may demand that the promoters refund the subscription capital so paid together with the interest calculated at bank rates of a deposit for the same period. Within thirty days of the conclusion of the inauguration meeting, the board of directors shall apply to the registration authority for registration of the establishment of the company. A company is formally established and has the status of a legal person after the registration with the relevant administration for market regulation has been completed and a business licence has been issued.

### ***Share Capital***

The promoters may make a capital contribution in currencies, or non-monetary assets such as in kind, intellectual property rights or land use rights which can be appraised with monetary value and transferred lawfully, except for assets which are prohibited from being contributed as capital by laws or administrative regulations. If a capital contribution is made in non-monetary assets, a valuation of the assets contributed must be carried out pursuant to the provisions of laws or administrative regulations on valuation without any over-valuation or under-valuation.

---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

There is no limit under the PRC Company Law as to the percentage of shares held by an individual shareholder in a company. The shares of a company are represented by stocks. A stock is a certificate issued by the company to certify the share held by a shareholder. The stock issued by the company shall be in the form of registered stock.

The issuance of shares shall be conducted in a fair and equitable manner. Each share of the same class must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. The same price per share shall be paid by any share subscriber (whether an entity or an individual). The share offering price may be equal to or greater than the par value of the share, but may not be less than the par value.

Under the Overseas Listing Trial Measures, if a domestic company offers shares overseas, it may raise funds and dividend distributions in foreign currency or Renminbi.

Under the PRC Company Law, a company issuing registered share certificates shall maintain a shareholder registry which sets forth the following matters:

- (i) the name and domicile of each shareholder;
- (ii) the number of shares held by each shareholder;
- (iii) the serial numbers of shares held by each shareholder; and
- (iv) the date on which each shareholder acquired the shares.

### ***Increase in Share Capital***

In light of its operational and development needs and in accordance with laws and regulations, a company may increase its share capital under any of the following methods, subject to the resolutions be passed at a shareholders' general meeting: (i) a public offering of shares; (ii) a private placement of shares; (iii) offering of bonus shares to existing shareholders; (iv) the conversion of reserve funds into shares; and (v) any other methods provided in law and administrative regulations and approved by the CSRC.

Pursuant to the PRC Company Law, a company may, according to its articles of association, issue the following classified shares, which have different rights from those of the common shares: (i) shares with priority or inferior rights to profits or remaining property in distribution; (ii) shares with more or less voting rights per share than those of the common shares; (iii) shares whose transfer is subject to the consent of the company and other restrictions; (iv) other classified shares provided by the State Council. A company making a public offering of shares shall not issue any of the classified shares as prescribed on items (ii) and (iii), except those issued prior to the public offering. Where a company is issuing new shares, resolutions shall be passed at general meeting in accordance with the articles of

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

association in respect of the class and amount of the new shares, the issue price of the new shares, the commencement and end dates for the issue of the new shares and when the new shares are proposed to be issued to existing shareholders, the class and amount of such new shares.

To offer shares overseas, the domestic company shall report the application documents for offering and listing to the CSRC for record-filing within three business days after submission of the application documents for offering and listing overseas.

### ***Reduction of Share Capital***

A company may reduce its registered capital in accordance with the following procedures prescribed by the PRC Company Law:

- (i) the company shall prepare a balance sheet and a list of properties;
- (ii) the reduction of registered capital must be approved by shareholders at the general meeting;
- (iii) the company shall notify its creditors of the reduction in registered capital within ten days and publish an announcement of the reduction in newspapers or the National Enterprise Credit Information Publication System within thirty days of the resolution approving the reduction being passed;
- (iv) the creditors of the company may within the statutory time limit require the company to repay its debts or provide guarantees for covering the debts; and
- (v) the company must apply to the relevant company registration authority for registration of the change and reduction in registered capital.

### ***Repurchase of Shares***

Pursuant to the PRC Company Law, a company shall not purchase its own shares other than in any of the following circumstances:

- (i) reducing its registered capital;
- (ii) merging with another company which holds its shares;
- (iii) utilising the shares for employee stock ownership plan or stock ownership incentive scheme;
- (iv) acquiring its own shares at the request of its shareholders who vote in a shareholders' general meeting against a resolution regarding a merger or separation;

---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

- (v) utilising the shares for conversion of corporate bonds which are convertible into shares issued by a listed company; and
- (vi) where it is necessary for a listed company to maintain its corporate value and stockholders' equity.

Any company's purchase of its own shares for any reason specified in item (i) and item (ii) of the preceding paragraph shall be subject to a resolution of the general meeting; any company's purchase of its own shares for any reason specified in item (iii), item (v) and item (vi) of the preceding paragraph may be subject to a resolution of the board meeting with two thirds or more of directors present, according to the provisions of the articles of associations or upon authorisation by the general meeting.

The shares acquired under the circumstance stipulated in item (i) hereof shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the repurchase of shares is made under the circumstances stipulated in either item (ii) or item (iv); and the shares held in total by a company after the repurchase under any of the circumstances stipulated in item (iii), item (v) or item (vi) shall not exceed 10% of the company's total outstanding shares, and shall be assigned or deregistered within three years.

### *Transfer of Shares*

Shares held by shareholders may be transferred in accordance with the relevant laws. Pursuant to the PRC Company Law, a shareholder should effect a transfer of his shares on a stock exchange established in accordance with laws or by any other means as required by the State Council. Registered shares may be transferred after the shareholders endorse the back of the share certificates or in any other manner specified by laws or administrative regulations. Following the transfer, the company shall enter the names and addresses of the transferees into its share register. No changes of registration in the share register described above shall be effected during a period of twenty days prior to convening a shareholders' general meeting or five days prior to the record date for the purpose of determining entitlements to dividend distributions, subject to any legal provisions on the registration of changes in the share register of listed companies.

Pursuant to the PRC Company Law, shares of the company issued prior to the public offering of shares may not be transferred within one year of the date of the company's listing on a stock exchange. Directors, supervisors and the senior management of a company shall declare to the company their shareholdings in the company and any changes thereof. During their terms of office, they may transfer no more than 25% of the total number of shares they hold in the company per annum. They shall not transfer the shares they hold within one year of the date of the company's listing on a stock exchange, nor within half a year after they leave their positions in the company. The articles of association may set out other restrictive provisions in respect of the transfer of shares in the company held by its directors, supervisors and the senior management.

---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

### *Shareholders*

Under the PRC Company Law, the rights of shareholders include the rights:

- (i) to receive a return on assets, participate in significant decision-making and select management personnel;
- (ii) to petition the people's court to revoke any resolution passed on a shareholders' general meeting or a meeting of the board of directors that has not been convened in compliance with the laws and regulations or the articles of association or whose voting has violated the laws, administrative regulations or the articles of association of the company, or any resolution the contents of which is in violation of the articles of association, provided that such petition shall be submitted within sixty days of the passing of such resolution;
- (iii) to transfer the shares according to the applicable laws and regulations and the articles of association;
- (iv) to attend or appoint a proxy to attend shareholders' general meetings and exercise the voting rights;
- (v) to inspect the articles of association, share register, counterfoil of company debentures, minutes of shareholders' general meetings, board resolutions, resolutions of the board of supervisors and financial and accounting reports, and to make suggestions or inquiries in respect of the company's operations;
- (vi) to receive dividends in respect of the number of shares held;
- (vii) to participate in distribution of residual properties of the company in proportion to their shareholdings upon the liquidation of the company; and
- (viii) any other shareholders' rights provided in laws, administrative regulations, other normative documents and the articles of association.

The obligations of shareholders include the obligation to abide by the company's articles of association, to pay the subscription capital in respect of the shares subscribed for, to be liable for the company's debts and liabilities to the extent of the amount of subscription capital agreed to be paid in respect of the shares taken up by them and any other shareholder obligation specified in the articles of association.



---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

### *Shareholders' General Meetings*

The general meeting is the organ of authority of the company, which exercises its powers in accordance with the PRC Company Law. The general meeting may exercise its powers:

- (i) to elect and remove the directors and supervisors and to decide on the matters relating to the remuneration of directors and supervisors;
- (ii) to review and approve the reports of the board of directors;
- (iii) to review and approve the reports of the board of supervisors or supervisors;
- (iv) to review and approve the company's profit distribution proposals and loss recovery proposals;
- (v) to decide on any increase or reduction of the company's registered capital;
- (vi) to decide on the issue of corporate bonds;
- (vii) to decide on merger, division, dissolution and liquidation of the company or change of its corporate form;
- (viii) to amend the company's articles of association; and
- (ix) to exercise any other authority stipulated in the articles of association.

The general meeting may authorise the board of directors to make resolutions on the issuance of corporate bonds.

Pursuant to the PRC Company Law, a shareholders' general meeting is required to be held once every year. An extraordinary general meeting is required to be held within two months of the occurrence of any of the following circumstances:

- (i) the number of directors is less than the number stipulated by the law or less than two thirds of the number specified in the articles of association;
- (ii) the outstanding losses of the company amounted to one-third of the company's total share capital;
- (iii) shareholders individually or in aggregate holding 10% or more of the company's shares request that an extraordinary general meeting is convened;
- (iv) the board of directors deems necessary;
- (v) the board of supervisors so proposes; or
- (vi) any other circumstances as provided for in the articles of association.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by more than half of the directors shall preside over the meeting. Where the board of directors is incapable of performing or is not performing its duties to convene the general meeting, the board of supervisors shall convene and preside over such meeting in a timely manner. If the board of supervisors fails to convene and preside over such meeting, shareholders individually or in aggregate holding 10% or more of the company's shares for ninety days or more consecutively may unilaterally convene and preside over such meeting. Where shareholders individually or in aggregate holding 10% or more of the company's shares request to convene an extraordinary general meeting, the board of directors and the board of supervisors shall, within ten days after receipt of such request, decide whether to convene the extraordinary general meeting and reply to the shareholders in writing.

In accordance with the PRC Company Law, a notice of the general meeting stating the date and venue of the meeting and the matters to be considered at the meeting shall be given to all shareholders twenty days before the meeting. A notice of extraordinary general meeting shall be given to all shareholders fifteen days prior to the meeting.

There is no specific provision in the PRC Company Law regarding the number of shareholders constituting a quorum in a shareholders' general meeting.

Pursuant to the PRC Company Law, shareholders (excluding classified shareholders) present at a shareholders' general meeting have one vote for each share they hold, save that shares held by the company are not entitled to any voting rights.

An accumulative voting system may be adopted for the election of directors and supervisors at the general meeting pursuant to the provisions of the articles of association or a resolution of the general meeting. Under the accumulative voting system, each share shall be entitled to the number of votes equivalent to the number of directors or supervisors to be elected at the general meeting, and shareholders may consolidate their votes for one or more directors or supervisors when casting a vote.

Pursuant to the PRC Company Law, resolutions of the general meeting must be passed by more than half of the voting rights held by shareholders present at the meeting, with the exception of resolutions relating to merger, division or dissolution of the company, increase or reduction of registered share capital, change of corporate form or amendments to the articles of association, which in each case must be passed by two-thirds or more of the voting rights held by the shareholders present at the meeting. Where the PRC Company Law and the articles of association provide that the transfer or acquisition of significant assets or the provision of external guarantees by the company must be approved by way of resolution of the general meeting, the board of directors shall convene a shareholders' general meeting promptly to vote on such matters.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

A shareholder may entrust a proxy to attend the general meeting on his/her behalf and the matters, power and time limit of the proxy shall be clarified by such shareholder. The proxy shall present the shareholders' power of attorney to the company and exercise voting rights within the scope of authorisation.

Minutes shall be prepared in respect of matters considered at the general meeting and the chairman and directors attending the meeting shall endorse such minutes by signature. The chairman of the meeting and directors attending the meeting shall sign to endorse such minutes. The minutes shall be kept together with the shareholders' attendance register and the proxy forms.

### ***Board of Directors***

A joint stock limited company shall have a board of directors which shall have at least three members, except for certain joint stock limited company with smaller scaler or few shareholders which may appoint one director without establishing a board of directors. For a company that has three hundred or more employees, the board of directors shall include the staff representative unless the board of supervisors has been established and already included the staff representative supervisor. The term of a director shall be stipulated in the articles of association, provided that no term of office shall last for more than three years. A director may serve consecutive terms if re-elected. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations and the articles of association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of directors results in the number of directors being less than the quorum.

Under the PRC Company Law, the board of directors may exercise its powers:

- (i) to convene shareholders' general meetings and report on its work to the shareholders' general meetings;
- (ii) to implement the resolutions passed by the shareholders at the shareholders' meetings;
- (iii) to decide on the company's operational plans and investment proposals;
- (iv) to formulate the company's profit distribution proposals and loss recovery proposals;
- (v) to formulate proposals for the increase or reduction of the company's registered capital and the issue of corporate bonds;
- (vi) to formulate proposals for the merger, division or dissolution of the company or change of corporate form;
- (vii) to decide on the setup of the company's internal management organs;

---

**APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

- (viii) to appoint or dismiss the company's manager and decide on his/her remuneration and, based on the manager's recommendation, to appoint or dismiss any deputy manager and financial officer of the company and to decide on their remunerations;
- (ix) to formulate the company's basic management system; and
- (x) to exercise any other authority stipulated in the articles of association.

Any restrictions on the powers of the board of directors set out in the articles of association may not be claimed against any bona fide third party.

Meetings of the board of directors shall be convened at least twice each year. Notices of meeting shall be given to all directors and supervisors ten days before the meeting. Interim board meetings may be proposed to be convened by shareholders representing 10% or more of the voting rights, one-third or more of the directors or the board of supervisors. The chairman shall convene the meeting within ten days of receiving such proposal, and preside over the meeting. The board of directors may otherwise determine the means and the period of notice for convening an interim board meeting. Meetings of the board of directors shall be held only if more than half of the directors are present. Resolutions of the board of directors shall be passed by more than half of all directors. Each director shall have one vote for a resolution to be approved by the board of directors. Directors shall attend the meetings of the board of directors in person. If a director is unable to attend for any reason, he/she may appoint another director to attend the meeting on his/her behalf by a written power of attorney specifying the scope of authorisation. The board of directors shall make minutes of the meeting's decisions on the matters discussed at the meeting, and the directors attending the meeting shall sign the minutes.

If a resolution of the board of directors violates any laws, administrative regulations or the articles of association or resolutions of the general meeting, and as a result of which the company sustains serious losses, the directors participating in the resolution are liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director shall be relieved from that liability.

Under the PRC Company Law, the following person may not serve as a director in a company:

- (i) a person without capacity or restricted capacity to undertake any civil liabilities;
- (ii) a person who has been sentenced to any criminal penalty for corruption, bribery, embezzlement, misappropriation of property or destruction of the socialist economic order, or who has been deprived of his political rights due to his crimes and such sentence has expired for no more than five years, or who is granted probation, if no more than two years have passed since the expiration of the probation period;

---

**APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

- (iii) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where no more than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- (iv) a person who has been a legal representative of a company or an enterprise that has had its business licence revoked due to violations of the law or has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of such revocation or the order to close down; or
- (v) a person who is listed as a dishonest person subject to enforcement by the people's court due to failure to pay off a large amount of unliquidated mature debts.

Where a company elects or appoints a director to which any of the above circumstances applies, such election or appointment shall be null and void. A director to which any of the above circumstances applies during his/her term of office shall be released of his/her duties by the company.

Pursuant to the PRC Company Law, the board of directors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman shall be elected with approval of more than half of all the directors. The chairman shall convene and preside over board meetings and review the implementation of board resolutions. The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director elected by more than half of the directors shall perform his/her duties.

***Board of Supervisors***

The board of supervisors shall consist of representatives of the shareholders and an appropriate proportion of representatives of the company's staff, among which the proportion of representatives of the company's staff shall not be less than one-third, and the actual proportion shall be determined in the articles of association. Representatives of the company's staff at the board of supervisors shall be democratically elected by the company's staff at the staff representative assembly, general staff meeting or otherwise. The board of supervisors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman of the board of supervisors shall be elected by more than half of the supervisors. Directors and senior management shall not act concurrently as supervisors.

The chairman of the board of supervisors shall convene and preside over board of supervisors meetings. Where the chairman of the board of supervisors is incapable of performing or is not performing his/her duties, the vice chairman of the board of supervisors shall convene and preside over supervisory board meetings. Where the vice chairman of the board of supervisors is incapable of performing or is not performing his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over meetings of the board of supervisors.

---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

Each term of office of a supervisor is three years and he/she may serve consecutive terms if re-elected. A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the articles of association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.

The board of supervisors may exercise its powers:

- (i) to review the company's financial position;
- (ii) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, regulations, the articles of association or shareholders' resolutions;
- (iii) when the acts of directors or senior management are detrimental to the company's interests, to require the director and senior management to correct these acts;
- (iv) to propose the convening of extraordinary shareholders' general meetings and to convene and preside over shareholders' general meetings when the board fails to perform the duty of convening and presiding over shareholders' general meetings under the PRC Company Law;
- (v) to submit proposals to the shareholders' general meetings;
- (vi) to bring actions against directors and senior management pursuant to the relevant provisions of the PRC Company Law; and
- (vii) to exercise any other authority stipulated in the articles of association.

Supervisors may be present at board meetings and make inquiries or proposals in respect of the resolutions of the board. The board of supervisors may investigate any irregularities identified in the operation of the company and, when necessary, may engage an accounting firm to assist its work at the cost of the company.

### ***Manager and Senior Management***

Pursuant to the PRC Company Law, a company shall have a manager who shall be appointed or removed by the board of directors. The manager shall exercise his/her powers in accordance with the company's articles of association or the authorization of the board of directors.

Other provisions in the articles of association on the manager's powers shall also be complied with. The manager shall be present at meetings of the board of directors. However, the manager shall have no voting rights at meetings of the board of directors unless he/she concurrently serves as a director.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

Pursuant to the PRC Company Law, senior management refers to the manager, deputy manager, financial officer, secretary to the board of directors of a listed company and other personnel as stipulated in the articles of association.

### ***Duties of Directors, Supervisors, Managers and Other Senior Management***

Directors, supervisors and senior management are required under the PRC Company Law to comply with the relevant laws, regulations and the articles of association, and shall be obliged to be faithful and diligent towards the company. Where the controlling shareholder or actual controller of the company who does not serve as a director but actually attends to the company's affairs, shall comply with the foregoing provisions.

Directors, supervisors and management personnel are prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the company's property.

Directors, supervisors and senior management are prohibited from:

- (i) seizing the assets of the company or misappropriating company funds;
- (ii) depositing company funds into accounts under their own names or the names of other individuals;
- (iii) taking advantage of power to accept bribes or other illegal income;
- (iv) accepting commissions paid by a third party for transactions conducted with the company for their own benefit;
- (v) unauthorised divulgence of confidential information of the company; and
- (vi) other acts in violation of their duty of loyalty to the company.

Where directors, supervisors and senior management directly or indirectly conclude any contract or engage in transactions with the company, they shall report to the board of directors or the shareholders' meeting and seek approval by resolutions of the board of directors or the shareholders' meeting in accordance with the articles of association. The requirement shall also apply to the conclusion of contracts or engagement in transactions by close relatives of the directors, supervisors and senior management or enterprises directly or indirectly controlled by close relatives of the directors, supervisors and senior management as well as persons who are otherwise related to the directors, supervisors and senior management.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

Directors, supervisors and senior management shall not take advantage of duty to seek business opportunities for themselves or others that would have been directed to the company, unless such act has been reported to and approved by the board of directors or the shareholders' meeting in accordance with the articles of association or the company is unable to take the business opportunity in accordance with applicable laws, administrative regulations, and the articles of association.

Directors, supervisors and senior management shall not engage in the business similar to those of the company for themselves or others, unless such act has been reported to and approved by the board of directors or the shareholders' meeting in accordance with the articles of association.

Income generated by directors or senior management in violation of aforementioned shall be returned to the company.

A director, supervisor or senior management who contravenes any laws, regulations or the company's articles of association in the performance of his/her duties resulting in any loss to the company shall be liable to the company for compensation.

The Guidance for Articles of Association provides that a company's directors and senior management shall have duties of diligence towards the company, for example, the directors shall be prudent, serious and diligent in exercising the authority conferred by the company to ensure that the business activities of the company comply with state's laws, administrative regulations and various economic policy requirements and that the business activities do not go beyond the scope of business activities specified in the company's business licence; the directors shall treat all shareholders equally; the shareholders shall keep abreast of the company's business management status; both the directors and the senior management shall sign written statements confirming periodic reports of the company and ensure that the information disclosed by the company is true, accurate and complete; both the directors and the senior management shall provide accurate information and materials to the board of supervisors and shall not interfere with the performance of duties by the board of supervisors or individual supervisors; both the directors and the senior management shall have other diligence duties prescribed by laws, administrative regulations, departmental rules and the company's articles of association.

### ***Finance and Accounting***

Pursuant to the PRC Company Law, a company shall establish its own financial and accounting systems according to the laws, administrative regulations and the regulations of the competent financial departments of the State Council. At the end of each financial year, a company shall prepare a financial report which shall be audited by an accounting firm in accordance with the laws. The financial and accounting reports shall be prepared in accordance with the laws, administrative regulations and the regulations of the financial departments of the State Council.



---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

The company's financial reports shall be made available for shareholders' inspection at the company twenty days before the convening of an annual general meeting. A joint stock limited company that makes public stock offerings shall publish its financial reports.

When distributing each year's profits after taxation, the company shall set aside 10% of its profits after taxation for the company's statutory common reserve fund until the fund has reached 50% of the company's registered capital. When the company's statutory common reserve fund is not sufficient to make up for the company's losses for the previous years, the current year's profits shall first be used to make good the losses before any allocation is set aside for the statutory common reserve fund. After the company has made allocations to the statutory common reserve fund from its profits after taxation, it may, upon passing a resolution at a shareholders' general meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the company has made good its losses and made allocations to the abovementioned reserve fund, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the articles of association.

Profits distributed to shareholders in violation of the requirements described above must be returned to the company. The company shall not be entitled to any distribution of profits in respect of shares held by it.

The premium over the nominal value of the shares of the company on issue and other income as required by relevant government authorities to be treated as the capital reserve fund shall be accounted for as the capital reserve fund. The common reserve fund of a company shall be applied to make good the company's losses, expand its business operations or increase its capital. Where any losses need to be covered with reserve fund of the company, discretionary reserve fund and statutory common reserve fund shall first be used and if still insufficient, capital reserve fund can be used in accordance with applicable provisions. Upon the transfer of the statutory common reserve fund into increasing capital, the balance of the statutory common fund shall not be less than 25% of the registered capital of the company before such transfer.

The company shall have no accounting books other than the statutory books. The company's capital shall not be deposited in any account opened under the name of an individual.

### ***Appointment and Retirement of Auditors***

The Guidance for Articles of Association provides that a company shall engage an accounting firm which is qualified with the PRC Securities Law to provide services including the audit of financial statements, the verification of net assets and other relevant consultancy services. The engagement term is one year and may be extended.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

Pursuant to the PRC Company Law, the appointment or dismissal of an accounting firm responsible for the company's auditing shall be determined by shareholders at a shareholders' general meeting or the board of directors or the board of supervisors in accordance with the articles of association. The accounting firm should be allowed to make representations when the general meeting or the board of directors conduct a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal, withholding or falsification of information. Furthermore, the Guidance for Articles of Association provides that the audit fee for the accounting firm shall also be determined by shareholders at a general meeting.

### ***Profit Distribution***

According to the PRC Company Law, a company shall not distribute profits before losses are covered and the statutory common reserve fund is provided.

### ***Amendments to the Articles of Association***

Pursuant to the PRC Company Law, the resolution of a shareholders' general meeting regarding any amendment to a company's articles of association requires affirmative votes by two-thirds or more of the votes held by shareholders attending the meeting.

Pursuant to the Guidance for Articles of Association, the company shall amend its articles of association under any of the following circumstances:

- (i) where, after any amendment to the PRC Company Law or any other applicable law or administrative regulation, the provisions of the articles of association conflict with the law and/or administrative regulations amended;
- (ii) where the company's circumstances change to such an extent that they are inconsistent with what is recorded in the articles of association; and
- (iii) where the shareholders' general meeting decides to amend the articles of association.

The Guidance for Articles of Association further provides that where any amendment to the articles of association adopted by a shareholders' general meeting is subject to approval by the competent authorities, such amendment shall be submitted for approval; where any amendment involves the company's registration items, the company's registration with the authority shall also be amended. In addition, an announcement shall be made in accordance with the applicable provisions provided that the amendment to the articles of association is required to be disclosed by any law or regulation.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

### ***Dissolution and Liquidation***

Pursuant to the PRC Company Law, a company shall be dissolved for any of the following reasons:

- (i) the term of its operation set out in the articles of association has expired or other events of dissolution specified in the articles of association have occurred;
- (ii) the shareholders have resolved at a shareholders' general meeting to dissolve the company;
- (iii) the company is dissolved by reason of its merger or division;
- (iv) the business licence of the company is revoked or the company is ordered to close down or to be dissolved in accordance with the laws; or
- (v) the company is dissolved by a people's court in response to the request of shareholders holding shares that represent 10% or more of the voting rights of all shareholders of the company, on the grounds that the operation and management of the company has suffered serious difficulties that cannot be resolved through other means, rendering ongoing existence of the company a cause for significant losses to the shareholders' interests.

On the occurrence of the abovementioned events, the company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.

In the event of paragraphs (i) and (ii) above, the company may carry on its existence by amending its articles of association if no property has been distributed to any shareholder. The amendments to the articles of association in accordance with the provisions described above shall require the approval of two-thirds or more of voting rights of shareholders attending a shareholders' general meeting.

Where the company is dissolved under the circumstances set forth in paragraph (i), (ii), (iv) or (v) above, the liquidation procedures shall be conducted and directors shall be the company's liquidation obligor and it should establish a liquidation committee within fifteen days of the date on which the dissolution event occurs. The liquidation committee shall be composed of directors or any other persons determined by a shareholders' general meeting. If a liquidation committee is not established within the prescribed period or the liquidation fails to effect after the establishment of a liquidation committee, the interested party may file an application with a people's court, requesting that the court appoint relevant personnel to form a liquidation committee to administer the liquidation. The people's court should accept such application and form a liquidation committee to conduct liquidation in a timely manner.

---

**APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

The liquidation committee may exercise following powers during the liquidation:

- (i) to dispose of the company's assets and to prepare a balance sheet and an inventory of assets;
- (ii) to notify the company's creditors or publish announcements;
- (iii) to deal with and settle any outstanding business related to the liquidation;
- (iv) to pay any outstanding tax together with any tax arising during the liquidation process;
- (v) to settle the company's claims and liabilities;
- (vi) to distribute the company's remaining assets after its debts have been paid off; and
- (vii) to represent the company in any civil procedures.

The liquidation committee shall notify the company's creditors within ten days from its establishment, and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within sixty days.

A creditor shall lodge his claim with the liquidation committee within thirty days of receipt of the notification or within forty-five days of the date of the announcement if he has not received any notification.

A creditor shall, in making his claim, state matters relevant to his creditor's rights and furnish relevant evidence. The liquidation committee shall register such creditor's rights. The liquidation committee shall not make any settlement to creditors during the period of the claim.

Upon disposal of the company's property and preparation of the required balance sheet and inventory of assets, the liquidation committee shall draw up a liquidation plan and submit this plan to a shareholders' general meeting or a people's court for endorsement. The remaining assets of the company, after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the company's debts, shall be distributed to shareholders in proportion to shares held by them. The company shall continue to exist during the liquidation period, although it cannot engage in operating activities that are not related to the liquidation. The company's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

Upon liquidation of the company's property and preparation of the required balance sheet and inventory of assets, if the liquidation committee becomes aware that the company does not have sufficient assets to repay its liabilities, it must apply to a people's court for a declaration of bankruptcy in accordance with the laws. Following such declaration by the people's court, the liquidation committee shall hand over the administration matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report and submit it to the shareholders' general meeting or a people's court for confirmation of its completion, and to the company registration authority to cancel the company's registration, and an announcement of its termination shall be published. Members of the liquidation committee are required to discharge their duties in good faith and in compliance with relevant laws. Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the company's properties. Members of the liquidation committee are liable to indemnify the company and its creditors in respect of any loss arising from their wilful or material default.

Liquidation of a company declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.

### ***Overseas Listing***

Pursuant to the Overseas Listing Trial Measures, both initial public offerings or listings in overseas markets shall be filed with the CSRC within three business days after the relevant application is submitted overseas. Subsequent securities offerings of an issuer in the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three business days after the offering is completed. Moreover, where the filing documents are complete and in compliance with stipulated requirements, the CSRC will, within twenty business days after receiving the filing documents, conclude the filing procedure and publish the filing results on the CSRC website. Where the filing documents are incomplete or do not conform to stipulated requirements, the CSRC shall request supplementation and amendment thereto within five business days after receiving the filing documents. The issuer shall then complete supplementation and amendment within thirty business days.

### ***Loss of Share Certificates***

A shareholder may, in accordance with the public notice procedures set out in the PRC Civil Procedure Law, apply to a people's court if his share certificate(s) in registered form is either stolen, lost or destroyed, for a declaration that such certificate(s) will no longer be valid. After such a declaration has been obtained, the shareholder may apply to the company for the issue of a replacement certificate(s).

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

### ***Merger and Demerger***

Merger of companies may be conducted by absorption or consolidation. If companies adopt the method of absorption, the absorbed company shall be dissolved. If companies are incorporated in the form of consolidation, the parties to the merger shall be dissolved.

The parties to the merger shall enter into a merger agreement and prepare a balance sheet and a list of properties. Within ten days of the date on which the resolution on merger is made, the creditors shall be notified by the company and a public announcement shall be in the press or on the National Enterprise Credit Information Publicity System within thirty days. The creditors may require the company to repay its debts or provide guarantees for covering the debts within thirty days of receipt of the notification or within forty-five days of the date of the announcement if the creditor has not received any notification; and in case of a merger, the credits and debts of the merging parties shall be assumed by the surviving or the new company.

Where a company merges with another company in which the former holds not less than 90% of the shares, the acquired company is not required to obtain approval by resolution of its shareholders' meeting, but shall notify the other shareholders who have the right to request the company to buy its equities or shares as a reasonable price. If the price paid for a company's merger does not exceed 10% of the company's net assets, approval by resolution of its shareholder's meeting may not be required unless otherwise provided by the company's articles of association. Where a company's merger is exempt from approval by resolution of the shareholders' meeting in the previous two cases, it shall be subject to approval by resolution of the board of directors.

In case of a division, the company's assets shall be divided and a balance sheet and an inventory of assets shall be prepared. Within ten days of the date on which the resolution on division is made, the creditors shall be notified by the company and a public announcement shall be made in the press or on the National Enterprise Credit Information Publicity System within thirty days. The liabilities of the company which have accrued prior to the division shall be jointly borne by the separated companies, unless otherwise stipulated in the agreement in writing entered into by the company with creditors in respect of the settlement of debts prior to division.

### **The PRC Securities Law, Regulations and Regulatory Regimes**

The PRC has promulgated a series of regulations that relate to the issue and trading of the shares and disclosure of information. In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions governing securities markets, supervising securities companies, regulating public offerings of securities by PRC companies in the PRC or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking relevant research and analysis. In April 1998, the State Council consolidated the Securities Committee and the CSRC and reformed the CSRC.

---

## **APPENDIX IV                      SUMMARY OF PRINCIPAL LAWS AND REGULATIONS**

---

The PRC Securities Law (中華人民共和國證券法) is the first national securities law in China, and the regulatory matters include the issuance and trading of securities, the acquisition of listed companies, information disclosure, obligations and responsibilities of stock exchanges, securities companies and securities regulatory authorities, etc. The PRC Securities Law comprehensively regulates activities in the PRC securities market.

Pursuant to the PRC Securities Law, domestic enterprises issuing securities overseas directly or indirectly or listing and trading their securities overseas shall comply with the relevant provisions of the State Council. At present, the issuance and trading of shares issued overseas is mainly regulated by rules and regulations issued by the State Council and the CSRC.

### **Arbitration and Enforcement of Arbitral Awards**

The PRC Arbitration Law (中華人民共和國仲裁法) was enacted by the SCNPC on August 31, 1994, which became effective on September 1, 1995 and was last amended on September 1, 2017. The PRC Arbitration Law provides that an arbitration committee may, before the promulgation of arbitration regulations by the PRC Arbitration Association, formulate interim arbitration rules in accordance with the PRC Arbitration Law and the PRC Civil Procedure Law. Where the parties have agreed to settle disputes by means of arbitration, a people's court will refuse to handle a legal proceeding initiated by one of the parties at such people's court, unless the arbitration agreement is invalid.

Under the PRC Arbitration Law and the PRC Civil Procedure Law, an arbitral award shall be final and binding on the parties involved in the arbitration. If any party fails to comply with the arbitral award, the other party to the award may apply to a people's court for its enforcement.

If the respondent puts forward evidence to prove that the arbitral award is under any of the following circumstances, the award shall not be enforced upon examination and verification by an arbitration tribunal of the people's court:

- (i) the parties have no arbitration clause in their contract, nor have subsequently reached a written agreement on arbitration;
- (ii) the matter to be ruled does not fall within the scope of the arbitration agreement or the arbitration institution has no right to arbitrate;
- (iii) the composition of the arbitration tribunal or the arbitration procedure violates the legal procedure;
- (iv) the evidence on which the award is based is forged;
- (v) the other party conceals evidence sufficient to influence the impartial award from the arbitration institution;

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

- (vi) the arbitrators have committed acts of embezzlement, bribery, favouritism and malpractice, or perverting the law in arbitrating the case.

If the people's court determines that the enforcement of the award violates the public interest, the award shall not be enforced.

Any party seeking to enforce an arbitral award of a foreign affairs arbitration organ of the PRC against a party who or whose property is not located within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of the award. Likewise, an arbitral award made by a foreign arbitration body may be recognised and enforced by a PRC court in accordance with the principle of reciprocity or any international treaties concluded or acceded to by the PRC.

The PRC acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (承認及執行外國仲裁裁決公約) (the "**New York Convention**") adopted on June 10, 1958 pursuant to a resolution of the SCNPC passed on December 2, 1986. The New York Convention provides that all arbitral awards made in a state which is a party to the New York Convention shall be recognised and enforced by other parties thereto subject to their rights to refuse enforcement under certain circumstances, including where the enforcement of the arbitral award is against the public policy of that state. At the time of the PRC's accession to the convention, the SCNPC declared that (i) the PRC will only apply the New York Convention to the recognition and enforcement of arbitral awards made in the territory of another contracting state based on the principle of reciprocity; and (ii) the New York Convention will only apply to disputes deemed under PRC law to be arising from contractual or non-contractual mercantile legal relations.

The Arrangements on the Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (關於內地與香港特別行政區相互執行仲裁裁決的安排) were passed at the Judicial Committee meetings of the Supreme People's Court on June 18, 1999, which went into effect on February 1, 2000, and was amended by the Supplemental Arrangement of the Supreme People's Court for the Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (2021) (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排(2021)》). In accordance with this arrangement, awards made by PRC arbitral authorities under the Arbitration Law can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

The Supplementary Arrangements of Supreme People's Court on Reciprocal Enforcement of Arbitration Awards between the Mainland and the Hong Kong Special Administrative Region (關於內地與香港特別行政區相互執行仲裁裁決的補充安排) were promulgated by the Supreme People's Court on November 26, 2020. Under these arrangements, if a party fails to perform the arbitral award rendered in the Mainland or the Hong Kong, the other party may apply for enforcement to the relevant court in the place where the respondent is domiciled or where the property is located.



---

## APPENDIX IV SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

---

### Judicial Judgement and its Enforcement

On January 14, 2019, the Judicial Committee of the Supreme People's Court adopted the Arrangement on Reciprocal Recognition and Enforcement of Judgements in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排), which took effect on January 29, 2024 and seeks to establish a mechanism with greater clarity and certainty for recognition and enforcement of judgements in wider range of civil and commercial matters between Hong Kong and the mainland China. The arrangement discontinued the requirement for a choice of court agreement for bilateral recognition and enforcement. The arrangement further regulates, among others, the scope and particulars of judgements, the procedures and methods of the application for recognition or enforcement, the review of the jurisdiction of the court that issued the original judgement, the circumstances where the recognition and enforcement of judgement shall be refused, and the approaches towards remedies for the reciprocal recognition and enforcement of judgements in civil and commercial matters between the courts in mainland China and those in the Hong Kong. Upon implementation of this Arrangement, the Arrangement between the Mainland and the Hong Kong Special Administrative Region on Reciprocal Recognition and Enforcement of Judgements of Civil and Commercial Matters under Consensual Jurisdiction (關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) which was adopted by the Judicial Committee of the Supreme People's Court on June 12, 2006 and took effect on August 1, 2008 has been repealed.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

This appendix contains a summary of the main provisions of the Articles of Association of the Company adopted on [November 22], 2024, which will take effect from the date of [REDACTED] of H shares on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide potential investors with an overview of the Articles of Association of the Company, so it may not contain all the information that is important to potential investors.

### **SHARES AND REGISTERED CAPITAL**

The total number of shares at the time of incorporation was 20,000,000 and the capital structure of the Company was: 20,000,000 ordinary shares and no other classes of shares.

The shares of the Company shall be issued in the form of share certificates.

All shares issued by the Company shall be shares with par value, and each share shall have a par value of RMB1.

The Company shall issue shares in an open, fair and just manner, and each share of the same.

Shares of the same class issued at the same time shall be issued under the same conditions and at the same price per share; subscribers shall pay the same price per share for the shares they subscribe for.

The ordinary shares issued by the Company comprise domestic shares and overseas [REDACTED] shares (H shares). Domestic shares and overseas [REDACTED] shares have the same rights in respect of any distribution in the form of dividends (including distributions in cash and in kind) or otherwise.

### **INCREASE AND REDUCTION OF CAPITAL AND REPURCHASE OF SHARES**

The Company may, based on its business and development needs and in accordance with the laws and regulations, increase its capital in the following manners upon resolutions being adopted by the general meetings:

- (i) public offering of shares;
- (ii) non-public offering of shares;
- (iii) distributing bonus shares to its existing shareholders;
- (iv) conversion of capital reserve to share capital;
- (v) other means required by the laws, administrative regulations and approved by CSRC and SEHK.

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law, other relevant regulations of the PRC, the Listing Rules, other relevant regulations and the Articles of Association.

The Company shall not repurchase its own shares, except in one of the following circumstances:

- (i) to reduce the registered capital of the Company;
- (ii) to merge with other companies which hold the shares of the Company;
- (iii) to utilize its shares in employee stock ownership plans or share incentive;
- (iv) where the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the general meeting, require the Company to repurchase the shares held by such shareholders;
- (v) to use the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (vi) to safeguard the value of the Company and the interests of the shareholders when necessary;
- (vii) any other circumstances permitted by the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are [REDACTED].

The Company may repurchase its shares by open centralized transaction method or other method approved by laws, administrative regulations, the Listing Rules and the CSRC as well as the securities regulatory authorities of the place where the shares of the Company are [REDACTED].

The repurchase of the Company's shares under the circumstances of utilizing its shares in employee stock ownership plans or share incentive, using the shares for conversion of corporate bonds issued by the Company which are convertible into shares and safeguarding the value of the Company and the interests of the shareholders when necessary, subject to compliance with the requirements of the Listing Rules and other securities regulatory rules of the place where the Company's shares are [REDACTED], shall be conducted by way of open and centralized trading.

When the Company repurchases its own shares under any of the circumstances specified in item (i) or (ii) mentioned above, a resolution adopted by shareholders' general meeting is required. Where the Company repurchases its own shares pursuant to the provisions of items (iii), (v) and (vi), it shall be resolved by a resolution of a meeting of Board of Director attended by at least two-thirds of the directors in accordance with the provisions of the Company's Articles of Association or the authorization of the shareholders' general meeting.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

In the event that the Company repurchases its shares under the circumstances set out in item (i) thereof, the shares shall be cancelled within 10 days after the date of repurchase; where it falls under the circumstances set out in item (ii) or (iv) thereof, the shares shall be transferred or cancelled within 6 months, where it falls under the circumstances set out in items (iii), (v) and (vi) thereof, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company and shall be transferred or cancelled within three years. Where laws, regulations or the securities regulatory authority at the place where the Company's stocks are [REDACTED] have other provisions on the relevant matters related to the aforementioned share repurchase, subject to compliance with the requirements of the Listing Rules and other securities regulatory rules of the place where the Company's shares are [REDACTED], such provisions shall prevail.

### **TRANSFER OF SHARES**

Shares of the Company may be transferred in accordance with the law.

The shares of the Company issued before [REDACTED] shall not be transferred for one year from the date on which the Company's shares are [REDACTED] and [REDACTED] on a stock exchange.

The Directors, Supervisors and senior officers of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares of the same class in the Company per annum during their terms of office as determined when they take office. The shares of the Company they hold shall not be transferred within one year from the date when the Company's shares are [REDACTED] and [REDACTED] on the stock exchange. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.

If there are other provisions on the transfer restrictions of overseas [REDACTED] shares in the Listing Rules or the relevant regulations of the securities regulatory authority in the place where the Company's stocks are [REDACTED], such provisions shall prevail.

### **SHAREHOLDERS**

The Company shall establish a register of members in accordance with certificates from the [REDACTED]. The register of members is sufficient evidence of the shareholders' shareholdings in the Company. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The transfer and assignment of shares shall be registered in the register of members. In respect of the register of shareholders of overseas-[REDACTED] H shares, the [REDACTED] of shares [REDACTED] in the Hong Kong Stock Exchange shall be maintained in Hong Kong.

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

The shareholders of the Company shall enjoy the following rights:

- (i) the right to receive dividends and other distributions in proportion to their shareholdings;
- (ii) the right to request, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with the law;
- (iii) the right to supervise the Company's business operations, to present proposals and to raise enquiries;
- (iv) the right to transfer, give as a gift or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;
- (v) the right to inspect and duplicate the Articles of Association, the register of members, minutes of general meetings, resolutions of Board meetings, resolutions of Board of Supervisors and financial accounting reports;
- (vi) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in proportion to the shareholdings;
- (vii) for shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;
- (viii) other rights under laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the shares of the Company are [REDACTED] and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

The controlling shareholder or the de facto controller of the Company shall not make use of his/her connected relationship to harm the interests of the Company. If a breach of the regulations causes losses to the Company, they shall be liable for compensation.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

The controlling shareholders and de facto controllers of the Company who do not serve as directors but who actually carry out the affairs of the Company shall have a duty of loyalty to the Company and shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not make use of their powers to gain undue advantage; they shall have a duty of diligence to the company, and they shall carry out their duties in the best interests of the Company to the extent of the reasonable care that is normally required of managers.

### **GENERAL MEETINGS**

The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers in accordance with laws:

- (i) to elect and change Directors and Supervisors who are not employees' representatives, and decide on the remunerations of Directors and Supervisors;
- (ii) to consider and approve reports of the Board;
- (iii) to consider and approve reports of the Supervisory Committee;
- (iv) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (v) to resolve on the increase or reduction of the registered capital of the Company;
- (vi) to resolve on the issuance of corporate bonds;
- (vii) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;
- (viii) to amend the Articles of Association;
- (ix) to resolve on the Company's appointment or dismissal of accounting firms;
- (x) to consider and approve the transactions, financial assistance and guarantees which shall be approved at the general meeting;
- (xi) to consider the purchase or sale of significant assets by the company within one year that exceed 30% of the company's latest audited total assets;
- (xii) to consider the connected transactions which shall be approved at the general meeting according to the Company's connected transactions policies;
- (xiii) to consider and approve the change of use of proceeds;

## APPENDIX V

## SUMMARY OF ARTICLES OF ASSOCIATION

- (xiv) to consider share incentive schemes and employee stock ownership plans;
- (xv) to consider other matters which shall be resolved at the general meeting in accordance with laws, administrative regulations, departmental rules, Listing Rules and relevant requirements of securities regulatory authorities of the places where the shares of the Company are [REDACTED] or the Articles of Association.

General meetings consist of annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the end of the previous accounting year.

The Company shall convene an extraordinary general meeting within two months upon occurrence of the following events:

- (i) when the number of Directors falls below the minimum requirement of the Company Law, or is less than two thirds of the number specified by the Articles of Association;
- (ii) when the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;
- (iii) when shareholder(s) severally or jointly holding at least ten percent of the Company's shares request(s) to convene such meeting;
- (iv) when the Board considers necessary;
- (v) when the Supervisory Committee proposes to convene such meeting; and
- (vi) other circumstances stipulated by laws, administrative regulations, departmental rules, normative documents, the Listing Rules and the listing rules of the places where the shares of the Company are [REDACTED] or the Articles of Association.

### CONVENING OF GENERAL MEETINGS

General meeting shall be convened by the Board of Directors, unless otherwise provided by law or these Articles of Association.

The Chairman of the board, at least one third of the board members, and any independent director may propose to the board of directors to hold an extraordinary general meeting. For the aforesaid proposal, the board of directors shall, in accordance with laws, administrative regulations, the Listing Rules and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary general meeting within 10 days of receipt of the proposal. Where the Board of Directors agrees to hold an extraordinary general meeting, it will send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made. If the Board of Directors does not agree to hold an extraordinary general meeting, it shall state reasons and make an announcement.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

The Supervisory Committee may propose to the Board of Directors to hold an extraordinary general meeting and shall put forward the proposal to the Board of Directors in written form. The Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary general meeting within 10 days of receipt of the proposal.

Where the Board of Directors agrees to hold an extraordinary general meeting, it shall send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made; any change to the original proposal in the notice is subject to the consent of the Supervisory Committee. In case the Board of Directors refuses to convene an extraordinary general meeting of shareholders, or does not give any response within 10 days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or have failed to perform its duty to convene the general meeting of shareholders, and the Supervisory Committee may convene and preside over the meeting by itself.

Shareholder(s) severally or jointly holding at least 10% of the shares of the Company shall be entitled to request the Board to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting, and shall put forward such request to the Board in written form. The Board shall, in accordance with laws, administrative regulations, the Listing Rules and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.

If the Board of Directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days after the date of the resolution of the Board of Directors and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene such meeting, or fails to give a response within 10 days after receipt of the request, shareholders holding at least 10% of the shares of the Company separately or in aggregate shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within 5 days after receipt of the request and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Supervisory Committee fails to issue a notice convening the shareholders' general meeting by the prescribed period, the Supervisory Committee shall be deemed to refuse to convene and preside over such meeting, and shareholders holding at least 10% of the shares of the Company separately or in aggregate for no less than 90 consecutive days shall have the right to convene and preside over the meeting on their own.



---

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

---

### **PROPOSALS AND NOTICES OF GENERAL MEETINGS**

The proposals put forward to the shareholders' general meetings shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws, administrative regulations, the Listing Rules and the Articles of Association.

When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders holding 1% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.

Shareholders individually or jointly holding 1% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to announce the information of such ad hoc proposals within 2 days after receipt thereof, and submit such proposals to the shareholders' general meetings.

Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.

The Company shall convene an annual general meeting by notifying the shareholders in writing 21 days prior to the meeting and an extraordinary general meeting by notifying the shareholders in writing 15 days prior to the meeting.

When calculating the time limit of the notice, the date of the general meeting convened shall not be included but the issue date of such notice shall be included.

After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement at least two working days prior to the original date of the convening and state the reasons therefor. If the convening is postponed, the date of the postponed convening shall be stated in the announcement.

### **HOLDING OF GENERAL MEETINGS**

All shareholders registered on the record date or their proxies shall be entitled to attend the general meeting. They shall exercise their voting rights in accordance with the relevant laws and regulations, listing rules of the places where the shares of the Company are [REDACTED] and the Articles of Association of the Company.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

Shareholder may attend the general meeting in person, or appoint a proxy to attend and vote on his/her behalf.

If such shareholder is a Recognized Clearing House (or its nominee(s)) as defined in the relevant regulations from time to time in Hong Kong, the clearing house shall be entitled to appoint a proxy or corporate representative to attend general meetings of the issuer and meetings of creditors, and such proxy or corporate representative shall have the same statutory rights as other shareholders, including the right to speak and vote.

A general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable or fails to discharge his/her duties, the vice chairman shall preside over the meeting. If the vice chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting.

If a general meeting is convened by the Supervisory Committee, the chairman of the Supervisory Committee shall preside over the meeting. If the chairman of the Supervisory Committee is unable or fails to discharge his/her duties, half or more of the supervisors shall designate a supervisor to preside over the meeting.

If a general meeting is convened by the shareholders themselves, the convener shall nominate a representative to preside over the meeting.

When a general meeting is convened, if the presider of the meeting contravenes the rules of procedure, rendering the meeting impossible to proceed, with the consent from more than half of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the presider and the meeting may proceed.

Individual shareholders attending a general meeting in person shall produce their identity cards or other valid proof or evidence of their identities or stock account card, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.

For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend the general meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws.

## APPENDIX V

## SUMMARY OF ARTICLES OF ASSOCIATION

### VOTING AND RESOLUTIONS AT GENERAL MEETINGS

Resolutions of the general meetings shall be divided into ordinary resolutions and special resolutions.

Ordinary resolution at a general meeting shall be adopted by more than one half of the voting rights held by shareholders (including their proxies) attending the general meeting. Special resolution at a general meeting shall be adopted by at least two thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (i) the work reports of the Board of Directors and the Supervisory Committee;
- (ii) the profit distribution plans and plans for making up losses drafted by the Board of Directors;
- (iii) the dismissal and remuneration of the members of the Board of Directors and the Supervisory Committee and the method of payment of the remuneration;
- (iv) the annual report of the Company;
- (v) to resolve on the Company's appointment or dismissal of accounting firms;
- (vi) to consider and approve the transactions, financial assistance and guarantees which shall be approved at the general meeting;
- (vii) to consider the connected transactions which shall be approved at the general meeting according to the Company's connected transactions policies;
- (viii) to consider and approve the change of use of proceeds;
- (ix) the matters other than those that laws, administrative regulations, the Listing Rules, the listing rules of the places where the shares of the Company are [REDACTED] or the Articles of Association require to be adopted by special resolution.

The following matters shall be resolved by way of special resolutions at a general meeting:

- (i) increase or reduction of the registered capital of the Company;
- (ii) issuance of corporate bond;

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

- (iii) division, merger, dissolution, liquidation and change of corporate form of the Company;
- (iv) amendments of the Articles of Association;
- (v) purchase or disposal of major assets or guarantee of the Company within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (vi) share incentive schemes;
- (vii) other matters as required by laws, administrative regulations, the Listing Rules, the listing rules of the places where the shares of the Company are [REDACTED] or the Articles of Association, and matters which, as resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need to be approved by way of special resolutions.

Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share, unless individual shareholders are required by the Listing Rules to abstain from voting on individual matters.

When a ballot voting is held, the shareholders (including proxies) having two or more votes need not use all of their voting rights to vote for or against such matters.

Where any shareholder is required by the Listing Rules to abstain from voting on any particular matter or is restricted to voting only for or only against any particular matter, such shareholder shall abstain from voting or casting his vote in accordance with such requirement; any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the voting result.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the general meeting shall fully disclose the voting by the unconnected shareholders.

## APPENDIX V

## SUMMARY OF ARTICLES OF ASSOCIATION

### DIRECTORS AND BOARD OF DIRECTORS

Directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall have a term of three years, renewable upon expiry if re-elected. The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires.

A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the Board of Directors. The existing director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association after the expiry of his/her term if no re-election is held in time.

The Company shall have a Board of Directors which shall be accountable to the general meeting.

The Board of Directors is composed of seven directors. The directors are composed of executive directors and independent non-executive directors.

An independent director shall perform his/her duties and responsibilities independently, without the interference of the Company, the substantial shareholders or the actual controller of the Company or other entities or individuals that have a material interest in the Company.

The Board shall exercise the following powers and duties:

- (i) to convene a general meeting and report its work to such meeting;
- (ii) to implement the resolutions of a general meeting;
- (iii) to decide on the operation plans and investment plans for the Company;
- (iv) to prepare the Company's profit distribution plans and loss recovery plans;
- (v) to prepare the plan for the Company to increase or reduce its registered capital, issue bonds or other securities and [REDACTED] plans;
- (vi) to prepare plans of the Company with respect to material acquisitions and acquisitions of the Company's shares or merger, division, dissolution or change in the form of the Company;
- (vii) within the scope of authorisation by the shareholders' meeting, to decide on matters such as foreign investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management, and connected transactions;
- (viii) to decide on the establishment of the internal organizations;

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

- (ix) to decide to appoint or remove the general manager, secretary of the Board and other senior management of the Company, and decide on the remunerations and rewards and punishments thereof; to decide to appoint or remove the deputy general manager, financial controller and other senior management members of the Company nominated by the general manager, and decide on the remunerations and rewards and punishments thereof;
- (x) to formulate the Company's basic management system;
- (xi) to prepare plans to amend the Articles of Association;
- (xii) to manage the disclosure of information of the Company;
- (xiii) to propose to the general meeting with respect to the appointment or replacement of the accounting firm for the audit of the Company;
- (xiv) to receive the work report of the general manager of the Company and examine such work;
- (xv) to decide on the investment, the purchase or disposal of assets, the pledge of assets, guarantee of the Company, financial management, connected transactions within the scope of authorization of the shareholders' meeting. The Board may authorize the general manager to decide on daily operating matters within the scope of its authority; and
- (xvi) to exercise any other duties and powers specified in laws, administrative regulations, departmental rules, the Listing Rules and the listing rules of the places where the shares of the Company are [REDACTED] or the Articles of Association.

A director shall not enter into contracts with the Company or carry out transactions with the Company in violation of the provisions of the Articles of Association of the Company or without the consent of shareholders or a shareholders' general meeting.

The Board of Directors of the Company shall establish special committees such as audit committee, remuneration committee and nomination committee etc. according to the relevant resolutions of the shareholder's general meeting. All of the special committees shall be accountable to the Board of Directors. The proposal of each special committee shall be submitted to the Board of Directors for deliberation and decision.

The members of specialized committees shall be exclusively composed of directors. The president of the audit committee and remuneration committee shall be selected from the independent non-executive directors. The president of the nomination committee shall be the chairman or the independent non-executive director.

The Board of Directors is responsible for formulating the rules of procedure and work protocols of the special committees and regulating the operation of the special committees.

---

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

---

### **SECRETARY TO THE BOARD**

The company shall have a secretary of the Board of Directors. The secretary of the Board is a senior officer of the Company, responsible to the Board of Directors. The secretary of the Board of Directors shall comply with laws, regulations, normative documents, the Listing Rules, the working rules of the secretary of the board of directors, and relevant provisions of the Articles of Association.

The secretary of the Board of Directors shall possess the necessary professional knowledge and experience to perform his/her duties, as well as good professional ethics and personal character.

The circumstances stipulated in the Articles of Association that prohibit the appointment of the director apply to the secretary of the Board of Directors as well.

The Secretary of the Board of Directors is responsible for the preparation of the General Meeting of Shareholders and the Board of Directors, the custody of meeting minutes and documents, the management of shareholder information, information disclosure, and other daily affairs; as well the secretary is responsible for filing the documents of the general meeting of shareholders, the Board of Directors, and the Supervisory Committee with the relevant securities regulatory departments where the shares of Company are [REDACTED] (if necessary).

### **SUPERVISORY COMMITTEE**

The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three supervisors. A supervisory chairman will be appointed by election by all supervisors in a majority vote. The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor selected by more than one half of all supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisory Committee shall consist of shareholder representatives and an appropriate proportion of the Company's employee representatives and the percentage of employee representatives shall not be less than one-third. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee representatives' meeting, the employee meeting or otherwise democratically.

The directors, the general manager and the senior management officers of the Company shall not act concurrently as supervisors.

The term of office of a supervisor shall be 3 years. The supervisors are renewable upon re-election and re-appointment.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

The appointment and removal of the chairman of the Supervisory Committee shall be determined by the affirmative votes of more than half of the members of the Supervisory Committee.

The Supervisory Committee shall exercise the following duties and powers:

- (i) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;
- (ii) to review the financial position of the Company;
- (iii) to supervise the performance of Directors and senior management members of their duties to the Company, and propose dismissal of Directors and senior management members that have violated the laws, administrative regulations, the Articles of Association or the resolutions of the general meetings;
- (iv) to demand rectification by Directors and senior management members when the acts of such persons are prejudicial to the Company's interest and, if necessary, report to the general meeting or relevant national competent authorities;
- (v) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform such duties as specified by the Company Law or the Articles of Association;
- (vi) to put forward proposals to general meetings;
- (vii) to initiate litigations against Directors and senior management member in accordance with provisions of Article 189 of the Company Law;
- (viii) to initiate investigations into any irregularities identified in the operation of the Company and, where necessary, may engage an accounting firm and a law firm to assist their work at the Company's expense;
- (ix) to require directors and senior management to submit reports on the execution of their duties; and
- (x) to exercise any other duties and powers specified in the Articles of Association or the general meeting.

The Supervisory Committee meets at least once every six months. The Supervisory Committee may convene an interim meeting within 5 days when the supervisory chairman receive the proposal to convene it.



## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

A meeting of the Supervisory Committee shall be held only when a majority of the supervisors are present. Resolutions of the Supervisory Committee shall be passed by a majority of all supervisors.

### **GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS**

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have several vice general managers, who shall be appointed or dismissed by the Board of Directors.

The Company's general manager, vice general manager, the chief financial officer, and the secretary of the Board of Directors are members of the senior management of the Company.

The general manager serves for a term of three years, subject to re-appointment upon the expiry of the term.

The general manager shall report to the Board and have the following duties and powers:

- (i) to take charge of the production operations and management tasks of the Company and organize the implementation of the Board's resolutions, and to report work to the Board;
- (ii) to organize the implementation of the Company's annual operating plan and investment plan;
- (iii) to devise the set-up of the Company's internal management structure;
- (iv) to devise the basic management policy of the Company;
- (v) to formulate the specific rules of the Company;
- (vi) to propose the appointment or dismissal of deputy managers, financial officers, and assistant to the general manager of the Company;
- (vii) to appoint or dismissal management officers, aside from those requiring the Board to decide the appointment or removal;
- (viii) to decide on the investment, the purchase or disposal of assets, corporate financing, the pledge of assets, guarantee of the Company, connected transactions within the scope of authorization of the board, except for the ordinary sales and purchase; and
- (ix) other duties as granted by the Company's Articles of Association and the Board.

The general manager attend the board meetings.

## **APPENDIX V**

## **SUMMARY OF ARTICLES OF ASSOCIATION**

### **FINANCIAL AND ACCOUNTING SYSTEM**

The company formulates its financial and accounting system in accordance with laws, administrative regulations, and relevant national departments. If there are other provisions in the Listing Rules or the securities regulatory authorities of the place where the company's stocks are [REDACTED], such provisions shall apply.

The financial and accounting reports are prepared in accordance with relevant laws, administrative regulations, departmental rules, the Listing Rules, and other securities regulatory rules of the company's stock [REDACTED] location.

The company will not establish separate accounting books except for statutory accounting books. The assets of the company shall not be stored in any individual's account.

### **PROFIT ALLOCATION**

The Company shall allocate 10% of the annual after-tax profits as the statutory reserve fund of the Company. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before any statutory reserve fund is withdrawn as per the provision of the preceding paragraph.

After withdrawing the statutory reserve fund out of its after-tax profits, the Company may also allocate some of its after-tax profits into its discretionary reserve if so resolved by the shareholders' general meeting.

After making up for the losses and making contributions to the common reserve fund, any remaining profits after tax shall be distributed to the shareholders in proportion to their respective shareholdings, except it is stipulated in the Articles of Association of the Company that profit distributions shall not be made in accordance with the shareholding proportion.

### **DISSOLUTION AND LIQUIDATION OF THE COMPANY**

The Company shall be dissolved for the following reasons:

- (i) the circumstances for dissolution specified in the Articles of Association arise;
- (ii) the general meeting has resolved to dissolve the Company;
- (iii) the merger or division of the Company requires a dissolution;
- (iv) the business license is revoked, or the Company is ordered to close down or is dissolved according to laws; and

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

- (v) if the Company suffers significant hardship in its operation and management, and the ongoing existence would bring significant losses for shareholders that cannot be resolved through other means, the shareholders holding at least ten percent of the total voting rights of the Company may request the People's Court to dissolve the Company.

In the case of item (i) (ii) mentioned above, the Company may survive by amending the Articles of Association, which shall be approved by more than two-thirds of the voting rights represented by the shareholders present at the general meeting.

Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) above, the Company shall establish a liquidation group to commence liquidation within fifteen days upon the occurrence of the circumstances for dissolution. The composition of the liquidation group shall be determined by Directors or general meeting. If the Company fails to establish a liquidation group on time, creditors may request the People's Court to designate certain persons to form a liquidation group to perform liquidation.

The liquidation team shall exercise the following functions and power during the period of liquidation:

- (i) liquidating the properties of the Company, and preparing the balance sheets and asset checklists separately;
- (ii) informing creditors by a notice or public announcement;
- (iii) disposing of and liquidating the unfinished businesses of the Company;
- (iv) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;
- (v) clearing off credits and debts;
- (vi) disposing of the residual properties after settling such debt; and
- (vii) participating in the civil litigation on behalf of the Company.

The liquidation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make public announcements in a newspaper or the National Enterprise Credit Information Publication System. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation team.

After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the shareholders' general meeting or the People's Court for confirmation.

---

**APPENDIX V**

**SUMMARY OF ARTICLES OF ASSOCIATION**

---

The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

**AMENDMENT TO ARTICLES OF ASSOCIATION**

Under any one of the following circumstances, the Company shall amend the Articles of Association:

- (i) after amendment has been made to the Company Law, the relevant laws, administrative regulations or the Listing Rules, the contents of the Articles of Association shall conflict with the amended laws, administrative regulations or the Listing Rules;
- (ii) the changes that the Company have undergone are not in consistence with the records made in the Articles of Association; and
- (iii) the shareholders' general meeting decides that the Articles of Association should be amended.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation

Our Company was established as a limited liability company in the PRC on July 10, 2007 and was converted into a joint stock company with limited liability under the laws of the PRC on December 24, 2014. Our registered office is situated at Room 5, 11/F and Rooms 601, 608-612, 6/F, Huayin Building, No. 786 Minzhu Road, Zhongnan Road Sub-District, Wuchang District, Wuhan, Hubei Province, the PRC. As of the Latest Practicable Date, the registered capital of our Company was RMB38,517,242.

Our Company has established a principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong, and has been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●], 2024. Ms. Pau So Yi (鮑素怡) has been appointed as the authorized representative of our Company for acceptance of service of process and notices required to be served on our Company in Hong Kong. The address for acceptance of service of process and notices is the same as our registered place of business in Hong Kong.

As our Company was established in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of PRC laws and principal regulatory provisions is set out in Appendix IV to this document. A summary of the Articles of Association is set out in Appendix V to this document.

#### 2. Changes in the Share Capital of Our Company

On July 10, 2007, our Company was established with a registered capital of RMB2.42 million.

On October 8, 2024, our Company repurchased an aggregate of 8,379,306 Shares from CITIC Securities Investment, Zhongyuan Jiupai, Mr. Li Jiansheng, Mr. Zhu Chao, Zhidao Capital and Mr. Wang Qingsong, and the registered capital of our Company was reduced from RMB46,896,548 to RMB38,517,242.

Save as disclosed above, there has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

Immediately after the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED]), our registered share capital will be RMB[REDACTED], consisting of [REDACTED] Unlisted Shares and [REDACTED] H Shares, which represent approximately [REDACTED]% and [REDACTED]% of our total issued share capital, respectively.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 3. Changes in the Share Capital of Our Subsidiaries

Particulars of our principal subsidiaries are included in Note 1 to the Accountants’ Report set out in Appendix I to this document.

Save as disclosed in “History, Development and Corporate Structure” and below, there has been no alteration in the registered share capital of any of our subsidiaries within the two years immediately preceding the date of this document:

***Wuhan Dazhong Heyu Gujie Dental Out-patient Service Co., Ltd.*** (武漢大眾和玉固潔口腔門診有限公司)

On March 13, 2023, Wuhan Dazhong Heyu Gujie Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.25 million.

***Wuhan Dazhong Hewang Xunlimen Dental Out-patient Service Co., Ltd.*** (武漢大眾和望循禮門口腔門診有限公司)

On March 22, 2023, Wuhan Dazhong Hewang Xunlimen Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.5 million.

***Wuhan Dazhong Hesong Huashiyuan Dental Out-patient Service Co., Ltd.*** (武漢大眾和松華師園口腔門診有限公司)

On June 16, 2023, Wuhan Dazhong Hesong Huashiyuan Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.5 million.

***Wuhan Jiangxia Dazhong Hejun Dental Out-patient Service Co., Ltd.*** (武漢江夏大眾和俊口腔門診有限公司)

On August 29, 2023, Wuhan Jiangxia Dazhong Hejun Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.5 million.

***Shaoyang Beita***

On August 31, 2023, Shaoyang Beita was established in the PRC with a registered capital of RMB1.0 million. On April 25, 2024, the registered capital of Shaoyang Beita was increased from RMB1.0 million to RMB1.2 million.

***Shaoyang Shuangqing***

On September 1, 2023, Shaoyang Shuangqing was established in the PRC with a registered capital of RMB1.0 million. On May 7, 2024, the registered capital of Shaoyang Shuangqing was increased from RMB1.0 million to RMB1.25 million.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

***Wuhan Dazhong Heyuan Dental Out-patient Service Co., Ltd.*** (武漢大眾和緣口腔門診有限公司)

On September 8, 2023, Wuhan Dazhong Heyuan Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.8 million.

***Wuhan Dazhong Dental Houhu Out-patient Service Co., Ltd.*** (武漢大眾口腔後湖口腔門診有限公司)

On December 29, 2023, Wuhan Dazhong Dental Houhu Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB0.5 million.

***Wuhan Dazhong Wanda Dental Out-patient Service Co., Ltd.*** (武漢大眾萬達口腔門診有限公司)

On February 2, 2024, Wuhan Dazhong Wanda Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB0.5 million. On June 14, 2024, the registered capital of Wuhan Dazhong Wanda Dental Out-patient Service Co., Ltd. was increased from RMB0.5 million to RMB0.9 million.

***Wuhan Dazhong Baishazhou Dental Out-patient Service Co., Ltd.*** (武漢大眾白沙洲口腔門診有限公司)

On February 22, 2024, Wuhan Dazhong Baishazhou Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB1.0 million.

***Jingzhou Dazhong Shabei Dental Out-patient Service Co., Ltd.*** (荊州大眾沙北口腔門診有限公司)

On May 16, 2024, Jingzhou Dazhong Shabei Dental Out-patient Service Co., Ltd. was established in the PRC with a registered capital of RMB0.9 million.

***Xiangyang Kaidi***

On July 4, 2024, Xiangyang Kaidi was established in the PRC with a registered capital of RMB0.7 million.

#### **4. Resolutions Passed by Our Shareholders' Meeting in Relation to the [REDACTED]**

At the extraordinary general meeting of our Company held on November 22, 2024, the following resolutions, among others, were passed by our Shareholders:

- (1) the [REDACTED] be approved and the Board and its authorized representatives be authorized to handle all matters relating to, among others, the [REDACTED] and the [REDACTED] of the H Shares on the Main Board of the Stock Exchange;

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

- (2) the issuance by our Company of the H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange. The number of H Shares to be issued shall not be more than [REDACTED]% of our enlarged total issued share capital immediately following the [REDACTED] (assuming no exercise of the [REDACTED]) and the number of H Shares to be issued under the [REDACTED] shall not be more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (3) subject to the filing with the CSRC, upon completion of the [REDACTED], [REDACTED] Unlisted Shares held by Wuhan Xinglin, Wuhan Taolin, Wuhan Zhulin, Ms. Li Zhen (李臻) and Mr. Chen Wei (陳巍) be converted into H shares on a one-for-one basis;
- (4) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to allot and issue Shares at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in its absolute discretion deems fit, and to complete all necessary procedures, provided that, the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue as of the [REDACTED];
- (5) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to exercise all the powers of our Company to repurchase H Shares [REDACTED] on the Stock Exchange at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, and to complete all necessary procedures, provided that, the number of H Shares to be repurchased shall not exceed 10% of the number of H Shares in issue as of the [REDACTED]; and
- (6) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to revise and amend the Articles of Association, in accordance with the requirements of the laws, regulations and Listing Rules.

### 5. Explanatory Statement on Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.



---

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

---

### *(1) Reasons for Repurchase*

Our Directors believe that the repurchase of H Shares would be beneficial to and in the best interests of our Company and Shareholders as a whole. It can strengthen the investors' confidence in our Company and promote a positive effect on maintaining our Company's reputation in the capital market. Such repurchases will only be made when our Board believes that such repurchases will benefit our Company and Shareholders as a whole.

### *(2) Exercise of the General Mandate to Repurchase H Shares*

Pursuant to the resolutions passed by the general meeting of our Shareholders held on November 22, 2024, our Board was granted general mandate to repurchase H Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier.

Furthermore, we need to complete necessary procedures with relevant government authorities for the actual grant of the general mandate to repurchase H Shares to our Board, as applicable. The exercise in full of the general mandate to repurchase H Shares (on the basis of [REDACTED] H Shares in issue as of the [REDACTED]) would result in a maximum of [REDACTED] H Shares being repurchased by our Company during the relevant period, being the maximum of 10% of the H Shares in issue as of the [REDACTED].

### *(3) Source of Funds*

In repurchasing H Shares, our Company intends to apply funds from our Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Our Company is entitled under the Articles of Association to repurchase our Shares. Any repurchases by our Company may only be made out of either the funds of our Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Our Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the listing rules of the Stock Exchange from time to time.

### *(4) Suspension of Repurchase*

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly

---

**APPENDIX VI****STATUTORY AND GENERAL INFORMATION**

---

or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

**(5) *Trading Restrictions***

A listed company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

A listed company is required to procure that the broker appointed by it to affect a repurchase of securities disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the listed company as the Stock Exchange may require.

**(6) *Close Associates and Core Connected Persons***

None of our Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates have a present intention, in the event the general mandate to repurchase H Shares is approved, to sell any Shares to our Company.

No core connected persons of our Company have notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase H Shares is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, supervisor, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

## **APPENDIX VI**

## **STATUTORY AND GENERAL INFORMATION**

### ***(7) Status of Repurchased Shares***

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, the H Shares repurchased by our Company will be cancelled or transferred within certain period and the registered capital of our Company will be reduced by an amount equivalent to the aggregate nominal value of the H Shares if such H Shares were cancelled.

### ***(8) Takeover Implications***

If, as a result of any repurchase of H Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as disclosed above, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase H Shares.

### ***(9) General***

If the general mandate to repurchase H Shares was to be carried out in full at any time, there may be a material and adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase H Shares to such an extent as would have a material and adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase H Shares in accordance with the Listing Rules and the applicable laws in the PRC.

## **6. Restriction on Share Repurchase**

For details of the restrictions on the share repurchase by our Company, see "Appendix V — Summary of Articles of Association."

## **B. FURTHER INFORMATION ABOUT OUR BUSINESS**

### **1. Summary of Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

- (1) the [REDACTED].

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**2. Intellectual Property Rights of Our Group**

*(1) Trademarks*

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Registration number	Registered owner	Class	Registration date	Expiry date
1.	爱尚大众	PRC	59046971	Our Company	44	2022-05-28	2032-05-27
2.	春竹	PRC	59071423	Our Company	41	2022-05-28	2032-05-27
3.	春竹	PRC	59063601	Our Company	44	2022-05-28	2032-05-27
4.	江子牙	PRC	55503505	Our Company	44	2022-01-07	2032-01-06
5.	江子牙	PRC	55488668	Our Company	16	2022-11-07	2032-01-06
6.	江子牙	PRC	55523359	Our Company	42	2022-11-07	2032-01-06
7.	江子牙	PRC	55497315A	Our Company	5	2022-03-07	2032-03-06
8.	江子牙	PRC	55514835	Our Company	10	2022-11-07	2032-11-06
9.	江子牙	PRC	55521862	Our Company	20	2022-11-07	2032-11-06
10.	江子牙	PRC	55518369A	Our Company	21	2022-03-07	2032-03-06
11.	 Dazhong Dental Clinic	PRC	52482054	Our Company	44	2021-10-21	2031-10-20

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**(2) Patents**

As of the Latest Practicable Date, we have registered the following patents which we consider to be or may be material to our business:

No.	Patent	Patent type	Registration number	Registered owner	Filing date	Expiry date
1. . .	A mouth mirror with a saliva pump that is easy to separate (一種便於分離的帶吸唾器的口鏡)	Utility model	202120841266.4	Our Company	2021-04-22	2031-04-21
2. . .	An automatic nail gun for membrane nailing (一種自動上釘的膜釘槍)	Utility model	202120843602.9	Our Company	2021-04-22	2031-04-21
3. . .	A bone scraper that can increase the amount of bone powder scraping and is easy to collect (一種能夠增加骨粉刮取量且便於收集的骨刨)	Utility model	202120858160.5	Our Company	2021-04-25	2031-04-24
4. . .	A new type of autologous bone holder (一種新型的自體骨挾持器)	Utility model	202120923628.4	Our Company	2021-04-30	2031-04-29
5. . .	A tent nail for supporting and maintaining the GBR bone graft space (一種用於支撐維持GBR植骨空間的帳篷釘)	Utility model	202120926945.1	Our Company	2021-04-30	2031-04-29
6. . .	A bone augmentation bio-agent support device and its installation tool (一種骨增量生物製劑支撐器及其安裝工具)	Utility model	202123214169.1	Our Company	2021-12-20	2031-12-19

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

No.	Patent	Patent type	Registration number	Registered owner	Filing date	Expiry date
7. . .	A new type of soft tissue cutting device (一種新型軟組織切割裝置)	Utility model	202123341777.9	Our Company	2021-12-28	2031-12-27
8. . .	A periosteal cutter with soft tissue tension reduction and separation function (帶軟組織減張分離功能的骨膜切割器)	Utility model	202220387915.2	Our Company	2022-02-24	2032-02-23
9. . .	A mounting device for tooth position adjuster and its tooth position adjuster (一種牙位元調整器用安裝裝置及其牙位元調整器)	Utility model	202220473097.8	Our Company	2022-03-04	2032-03-03
10. . .	A bite pad with a lifting and saliva suction function (一種具有升降吸唾功能的咬合墊)	Utility model	202322395841.4	Our Company	2023-09-05	2033-09-04

**(3) Copyrights**

As of the Latest Practicable Date, we have registered the following copyrights which we consider to be or may be material to our business:

No.	Copyright	Registered owner	Registration number	Place of registration	Registration date
1. . .	Dazhong Dental Information Management Platform V1.0 (大眾口腔信息管理平臺 V1.0)	Our Company	2017SR1987242	PRC	2017-07-26
2. . .	Dazhong Dental Diagnosis and Treatment System V1.0 (大眾口腔診療系統 V1.0)	Our Company	2017SR1984206	PRC	2017-07-26
3. . .	Electronic Medical Record System V1.0 (電子病歷系統 V1.0)	Our Company	2021SR7785717	PRC	2021-07-19

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

No.	Copyright	Registered owner	Registration number	Place of registration	Registration date
4. . .	Voice Paging System V1.0 (語音叫號系統 V1.0)	Our Company	2021SR7792480	PRC	2021-07-20
5. . .	Office Mini Program V1.0 (辦公小程序 V1.0)	Our Company	2022SR9001584	PRC	2022-01-07
6. . .	Human Resource Management System V1.0 (人力資源管理系統V1.0)	Our Company	2022SR 9001586	PRC	2022-01-07
7. . .	Cost Accounting and Analysis System V1.0 (成本核算分析系統V1.0)	Our Company	2022SR 9001585	PRC	2022-01-07
8. . .	Medical Insurance Settlement Management System (醫保結算管理系統 V1.0)	Our Company	2023SR11076904	PRC	2023-04-20
9. . .	Dental Treatment Plan Management System (口腔診療計劃管理系統V1.0)	Our Company	2023SR11110901	PRC	2023-05-08
10. . .	Patient Appointment Mini Program (患者預約小程序V1.0)	Our Company	2023SR11233706	PRC	2023-06-13
11. . .	Intelligent Data Analysis Platform (1.0) (智慧數據分析平台(1.0))	Our Company	2023SR11700148	PRC	2023-09-20

**(4) Domain Names**

As of the Latest Practicable Date, we have registered the following domain names which we consider to be or may be material to our business:

No.	Domain name	Registrant	Date of registration	Expiry date
1. .	dzkq.net	Our Company	2013-10-09	2025-10-09
2. .	dzkq.cn	Our Company	2013-10-09	2025-10-09
3. .	chinadzyl.com	Our Company	2007-06-09	2025-06-09

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Disclosure of Interests**

*(1) Interests and Short Positions of the Directors, Supervisors and Chief Executive of Our Company in the Shares, Underlying Shares or Debentures of Our Company and Our Associated Corporation*

Immediately following the completion of the [REDACTED] and assuming the [REDACTED] is not exercised, the interests or short positions of our Directors, Supervisors and the chief executive in any Shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO), which, once the H Shares are [REDACTED], will be required (a) to be notified to our Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, are as follows:

*(i) Interests in the Shares of Our Company*

Name of Director/ Supervisor/chief executive	Nature of interest	Number of Shares	Description of Shares	Approximate percentage of shareholding in our total share capital <sup>(1)</sup>
Mr. Yao <sup>(2)</sup> . . . .	Interest in a controlled corporation	[REDACTED]	[REDACTED]	[REDACTED]%
	Beneficial interest	[REDACTED]	[REDACTED]	[REDACTED]%
	Interest of concert party	[REDACTED]	[REDACTED]	[REDACTED]%
Ms. Shen <sup>(2)</sup> . . . .	Interest in a controlled corporation	[REDACTED]	[REDACTED]	[REDACTED]%
	Beneficial interest	[REDACTED]	[REDACTED]	[REDACTED]%
	Interest of concert party	[REDACTED]	[REDACTED]	[REDACTED]%



**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

*Notes:*

- (1) The calculation is based on the total number of [REDACTED] Unlisted Shares in issue and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised). Unlisted Shares and H Shares are both ordinary Shares in the share capital of our Company, and are considered as one class of Shares.
- (2) As of the Latest Practicable Date, Zhongshan Medical Investment was held by Mr. Yao and Ms. Shen as to 44.11% and 31.38%, respectively. Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment and our Company. See “History, Development and Corporate Structure — Our Major Corporate Development — Early Development” for details. Therefore, Mr. Yao and Ms. Shen are deemed to be interested in the Shares directly held by Zhongshan Medical Investment and each other by virtue of the SFO.

(ii) *Interests in Our Associated Corporation*

Name of Director/ Supervisor/chief executive	Nature of interest	Name of associated corporation	Approximate percentage of shareholding
Mr. Yao <sup>(1)</sup> . . . . .	Beneficial interest	Zhongshan Medical Investment	44.11%
	Interest of concert party	Zhongshan Medical Investment	31.38%
Ms. Shen <sup>(1)</sup> . . . . .	Beneficial interest	Zhongshan Medical Investment	31.38%
	Interest of concert party	Zhongshan Medical Investment	44.11%
Ms. Liu Hongchan . .	Beneficial interest	Zhongshan Medical Investment	0.86%
	Interest of spouse	Zhongshan Medical Investment	1.29%
Ms. Huang Meiyun . .	Beneficial interest	Zhongshan Medical Investment	1.72%
Ms. Xu Cen . . . . .	Beneficial interest	Zhongshan Medical Investment	0.86%

*Note:*

- (1) Pursuant to an acting-in-concert agreement entered into between Mr. Yao and Ms. Shen on June 3, 2014, Mr. Yao and Ms. Shen agreed to act in concert in respect of their voting rights in Zhongshan Medical Investment. See “History, Development and Corporate Structure — Our Major Corporate Development — Early Development” for details. Therefore, each of them is deemed to be interested in the equity interest in Zhongshan Medical Investment held by each other by virtue of the SFO.

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**(2) *Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares***

*(i) Interests of Substantial Shareholders in Our Company*

Save as disclosed in “Substantial Shareholders” of this document, our Directors are not aware of any other person who will, immediately following the [REDACTED], have an interest or short position in the Shares or underlying shares which are required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at the general meetings of our Company.

*(ii) Interests of Substantial Shareholders in Members of Our Group (Other Than Our Company)*

So far as the Directors are aware, as of the Latest Practicable Date, the following persons were interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of the members of our Group (other than our Company).

<u>Our subsidiary</u>	<u>Parties with 10% or more equity interest</u>	<u>Approximate percentage of shareholding</u>
Wuhan Dazhong Wanda Dental Out-patient Service Co., Ltd. (武漢大眾萬達口腔門診有限公司) . . . . .	Li Yahui (李亞會) Li Yang (李洋)	25% 24%
Wuhan Dazhong Dental Xudong Out-patient Department Co., Ltd. (武漢大眾口腔徐東口腔門診部有限公司) . . . . .	Yuan Kaisen (袁開森)	49%
Wuhan Dazhong Dental Out-patient Department Co., Ltd. (武漢大眾口腔門診部有限公司) . . . . .	Wang Derong (王德榮) Hu Mingjin (胡明金)	25% 24%
Wuhan Dazhong Hefeng Kaide Dental Out-patient Department Co., Ltd. (武漢大眾和峰凱德口腔門診部有限公司) . . . . .	Zhao Fenglin (趙峰林)	49%

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>Our subsidiary</u>	<u>Parties with 10% or more equity interest</u>	<u>Approximate percentage of shareholding</u>
Wuhan Dazhong Heqiu Panlongcheng Dental Out-patient Department Co., Ltd. (武漢大眾和秋盤龍城口腔門診部有限公司) . . . . .	Zhang Qiu (張秋)	49%
Wuhan Dazhong Hewang Xunlimen Dental Out-patient Service Co., Ltd. (武漢大眾和望循禮門口腔門診有限公司) . . . . .	Ke Wangju (柯望菊)	49%
Wuhan Dazhong Hesong Huashiyuan Dental Out-patient Service Co., Ltd. (武漢大眾和松華師園口腔門診有限公司) . . . . .	Yu Jinsong (喻金松) Sun Dan (孫丹)	35% 14%
Wuhan Dazhong Helei Pingan Chuntian Dental Out-patient Service Co., Ltd. (武漢大眾和磊平安春天口腔門診有限公司) . . . . .	Wu Lei (吳磊)	49%
Wuhan Dazhong Hejian Baibuting Dental Out-patient Department Co., Ltd. (武漢大眾和健百步亭口腔門診部有限公司) . . . . .	Wang Jian (王健)	49%
Wuhan Dazhong Heyuan Dental Out-patient Service Co., Ltd. (武漢大眾和緣口腔門診有限公司) . . . . .	Tian Yuzhi (田玉芝)	40%
Wuhan Jiangxia Dazhong Hejun Dental Out-patient Service Co., Ltd. (武漢江夏大眾和俊口腔門診有限公司) . . . . .	Wang Junfeng (王俊峰)	49%
Wuhan Dazhong Baishazhou Dental Out-patient Service Co., Ltd. (武漢大眾白沙洲口腔門診有限公司) . . . . .	Ma Jun (馬俊)	49%
Wuhan Dazhong Hexu Guannanyuan Dental Out-patient Service Co., Ltd. (武漢大眾和旭關南園口腔門診有限公司) . . . . .	Wuhan Jintian Management Consulting Co., Ltd. (武漢金田管理諮詢有限公司)	49%

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

Our subsidiary	Parties with 10% or more equity interest	Approximate percentage of shareholding
Wuhan Dazhong Hesun Zhongbeilu Dental Out-patient Department Co., Ltd. (武漢大 眾和森中北路口腔門診部有限 公司) . . . . .	Yuan Kaisen (袁開森)	49%
Wuhan Dazhong Dental Jiyuqiao Out-patient Department Co., Ltd. (武漢大眾口腔積玉橋 門診部有限公司) . . . . .	Lei Sifeng (雷思鋒)	49%
Wuhan Dazhong Heyu Gujie Dental Out-patient Service Co., Ltd. (武漢大眾和玉固潔口 腔門診有限公司) . . . . .	Dong Yumei (董玉梅) Wang Huolin (王火林)	39% 10%
Jingzhou Dazhong . . . . .	Huang Yong (黃勇)	30%
Xiangyang Dazhong . . . . .	Du Chongli (杜充立)	10.52%
Zaoyang Hospital . . . . .	Su Shengfeng (蘇盛峰)	44%
Xinshao Dazhong . . . . .	Liang Chengliang (梁承亮)	16.5%
	Zhang Zhengfang (張正方)	16.5%
Chenzhou Hospital . . . . .	Xiong Zhongcai (熊忠才)	12.4%
	Xie Liwen (謝立文)	12%
	Zhang Chengyuan (張程元)	10.13%
Shaoyang Hospital . . . . .	Liang Chengliang (梁承亮)	14.95%
Jingzhou Dazhong Keya Dental Out-patient Service Co., Ltd. (荊州市大眾科雅口腔門診有限 公司) . . . . .	Huang Yi (黃毅)	49%
Jingzhou Dazhong Dental Jiangjin Out-patient Department Co., Ltd. (荊州大 眾口腔江津門診部有限公司) . .	Hu Huanhuan (胡歡歡)	49%
Jingzhou Dazhong Xiangzhang Dental Out-patient Service Co., Ltd. (荊州大眾香樟口腔門 診有限公司) . . . . .	Yang Yan (楊豔)	29.4%

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>Our subsidiary</u>	<u>Parties with 10% or more equity interest</u>	<u>Approximate percentage of shareholding</u>
Songzi Dazhong Chuxing Dental Out-patient Department Co., Ltd. (松滋大眾楚星口腔門診部有限公司) . . . . .	He Haoran (賀浩然)	49%
Gongan Dazhong Chuxing Dental Out-patient Department Co., Ltd. (公安縣大眾楚星口腔門診部有限公司) . . . . .	Huang Wen (黃聞)	49%
Huarong Dazhong Chuxing Dental Out-patient Service Co., Ltd. (華容縣大眾楚星口腔門診有限公司) . . . . .	Huang Zhilong (黃治龍)	49%
Anxiang Dazhong Chuxing Dental Out-patient Service Co., Ltd. (安鄉大眾楚星口腔門診有限公司) . . . . .	Huang Zhilong (黃治龍)	49%
Jingzhou Dazhong Chongwen Dental Out-patient Department Co., Ltd. (荊州大眾崇文口腔門診部有限公司) . . . . .	Gong Yanhong (龔豔紅)	49%
Jingzhou Dazhong Huafu Dental Out-patient Department Co., Ltd. (荊州大眾華府口腔門診部有限公司) . . . . .	Huang Wen (黃聞)	49%
Jingzhou Dazhong Dental Dongmen Out-patient Department Co., Ltd. (荊州大眾口腔東門門診部有限公司) . . . . .	Xiong Jie (熊杰) Huang Rong (黃蓉)	34% 15%
Shishou Dazhong Chuxing Dental Out-patient Department Co., Ltd. (石首大眾楚星口腔門診部有限公司) . . . . .	Liu Jiafu (劉佳福)	49%
Zhongxiang Dazhong Chuxing Wanchang Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星萬昌口腔門診部有限公司) . . . . .	Guo Shiming (郭世明)	49%
Zhongxiang Dazhong Chuxing Dongjie Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星東街口腔門診部有限公司) . . . . .	Guo Shiming (郭世明)	49%

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>Our subsidiary</u>	<u>Parties with 10% or more equity interest</u>	<u>Approximate percentage of shareholding</u>
Zhongxiang Dazhong Chuxing Yulong Dental Out-patient Department Co., Ltd. (鐘祥市大眾楚星禦隆口腔門診部有限公司) . . . . .	Zhou Yanhong (周豔紅)	45%
Jingzhou Dazhong Zhanqian Dental Out-patient Service Co., Ltd. (荊州大眾站前口腔門診有限公司) . . . . .	Wu Di (吳迪)	49%
Xiangyang Xiangcheng . . . . .	Wuhan Haobochuan Enterprise Management Co., Ltd. (武漢浩博川企業管理有限公司)	49%
Shaoyang Shuangqing . . . . .	Tan Jing (譚璟)	20%
	Huang Ziqian (黃子倩)	13%
Shaoyang Beita . . . . .	Yang Pan (楊攀)	20%
	Liu Yingzi (劉英姿)	13%

**2. Particulars of Service Contracts and Letters of Appointment**

Each of our Directors and Supervisors [has entered] into a service contract or letter of appointment with our Company. The service contracts and letters of appointment (a) are for a term of three years commencing from the date on which the relevant Shareholders’ approvals for the appointment were obtained and (b) are subject to termination in accordance with their respective terms. The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of our Directors or Supervisors has or is proposed to have a service contract with any member of our Group (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

**3. Compensation of Directors and Supervisors**

Save as disclosed in “Directors, Supervisors and Senior Management” and Note 8 to the Accountants’ Report as set out in Appendix I to this document, none of our Directors or Supervisors received other remuneration or benefits in kind from our Company in respect of each of the financial years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 4. Agency Fees or Commissions Received

Save as disclosed in this document, none of our Directors, Supervisors or any of the persons whose names are listed under the sub-section headed "— E. Other Information — 9. Consents of Experts" below had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

### 5. Disclaimers

Save as disclosed in this document:

- (1) none of our Directors, Supervisors or experts referred to under "— E. Other Information — 8. Qualification of Experts" in this appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (2) none of our Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group;
- (3) taking no account of Shares which may be taken up under the [REDACTED], none of our Directors, Supervisors or chief executive is aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (4) so far as is known to our Directors, none of our Directors, Supervisors, their respective associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

### D. [REDACTED] RESTRICTED SHARE SCHEME

The following is a summary of the principal terms of the [REDACTED] Restricted Share Scheme adopted by our Company on July 27, 2017 and amended on October 28, 2024. The [REDACTED] Restricted Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve grant of Restricted Shares by our Company after the [REDACTED].

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 1. Purposes

The purposes of the [REDACTED] Restricted Share Scheme are to (i) establish a long-term effective incentive mechanism to enhance our employees' sense of responsibility and promote continuous and healthy development of our Company, and (ii) provide incentives to our Directors, Supervisors, senior management, key employees and consultants to recognize their contributions to our Company and align their interests with our Company's long-term development.

### 2. Eligible Participants

Persons eligible to receive the Restricted Shares under the [REDACTED] Restricted Share Scheme are senior management, key employees and consultants of our Group, and other employees who, in the opinion of the Board, have great contribution to our Group's operating performance and future development and should be incentivized.

Each selected participant has entered into a restricted share incentive agreement (the "Restricted Share Agreement(s)") with our Company for subscription of the Restricted Shares under the [REDACTED] Restricted Share Scheme.

### 3. Administration

The [REDACTED] Restricted Share Scheme is administered by our Company's manager office. The manager office is responsible for implementing the [REDACTED] Restricted Share Scheme according to the rules of the [REDACTED] Restricted Share Scheme as approved by the shareholders' meeting of our Company, formulating detailed implementing rules, determining list of selected participants and number of the Restricted Shares to be purchased by each participant and making other adjustments under specific circumstances during the incentive period.

### 4. Restrictions on the Restricted Shares

The Restricted Shares are subject to the following terms and conditions:

- (a) Purchase price: the purchase price of the Restricted Shares shall be determined by our Company with reference to the latest net assets, profitability and development potential of our Company and set forth in the Restricted Share Agreement;
- (b) Lock-up period: the Restricted Shares are subject to a lock-up period starting from the date on which the participants received the Restricted Share until the expiry of thirty-six (36) months therefrom. During the lock-up period, the selected participants shall not dispose of the Restricted Shares held by them under the [REDACTED] Restricted Share Scheme;
- (c) Restriction on transfer price: the Restricted Shares shall be transferred to the general partner of the employee stock ownership platform or third party designated by the general partner at the transfer price as negotiated and agreed between the transferor and transferee with reference to the latest net assets of our Company as recommended by the Board in the event that, among others, (i) the selected participant terminates employment with our Group or retires upon the expiry of the 36-month lock-up period; and (ii) the selected participant decides to voluntarily transfer the Restricted Shares upon the expiry of the lock-up period; and



## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

- (d) Share repurchase: the Restricted Shares held by the selected participants are subject to repurchase by the general partner of the employ stock ownership platform or third party designated by the general partner at the initial purchase price under certain circumstances including, among others, (i) the selected participant terminates employment with our Group or retires during the 36-month lock-up period; (ii) the selected participant is disqualified from being an eligible participant in certain circumstances as set out in the [REDACTED] Restricted Share Scheme; (iii) in the event of transfer of any Restricted Shares, the transferor and transferee cannot agree on the transfer price and refuse to accept the transfer price as determined by the Board; and (iv) the selected participant lose his or her ability to work or die for any non working-related reasons.

Upon the [REDACTED], the above transfer restriction under the [REDACTED] Restricted Share Scheme will not be applicable to the Restricted Shares held by the selected participants, and no further Restricted Shares will be issued or granted under the [REDACTED] Restricted Share Scheme.

### 5. Rights Attached to the Restricted Shares

The selected participants own the Restricted Shares through the employee stock ownership platforms and are entitled to the economic interests of the Restricted Shares, including the rights to receive dividends and other economic benefits. Voting rights of the Restricted Shares held by the employee stock ownership platforms can only be exercised by the general partner of the employee stock ownership platforms.

### 6. Adjustments

In the event of any capital reserve conversion into shares, distribution of dividends, share split or reduction of capital of the Company, the number of the Restricted Shares indirectly held by the selected participants through the employee stock ownership platforms will be adjusted accordingly.

### 7. Tax

The Company will withhold and remit the personal income tax and other taxes that the elected participants are required to pay in accordance with applicable tax laws.

### 8. Purchase of the Restricted Shares

Pursuant to the [REDACTED] Restricted Share Scheme, an aggregate of 5,750,740 Restricted Shares, representing approximately 14.93% of the total issued share capital of our Company as of the Latest Practicable Date, were issued to the three employee stock ownership, the general partner and limited partners of which are the participants of the [REDACTED] Restricted Share Scheme including (i) 2,740,740 Shares held by Wuhan Xinglin, (ii) 1,505,000 Shares held by Wuhan Taolin and (iii) 1,505,000 Shares held by Wuhan Zhulin. The Restricted Shares have been issued on a one-off basis and no Shares will be issued under the [REDACTED] Restricted Share Scheme after the [REDACTED]. As all Restricted Shares under the [REDACTED] Restricted Share Scheme have already been issued, the Restricted Shares will not have any dilution effect on the shareholding of the Company upon [REDACTED].

Immediately following completion of the [REDACTED], the number of Restricted Shares issued pursuant to the [REDACTED] Restricted Share Scheme amounts to 5,750,740 Shares, representing [REDACTED]% of the total issued share capital of our Company (assuming no exercise of the [REDACTED]).

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

As of the Latest Practicable Date, an aggregate of 5,326,480 Restricted Shares had been granted to 57 selected participants pursuant to the [REDACTED] Restricted Share Scheme. The remaining 424,260 Restricted Shares will all be granted pursuant to the terms of the [REDACTED] Restricted Scheme prior to the [REDACTED]. No further Restricted Shares will be granted under the [REDACTED] Restricted Share Scheme after the [REDACTED]. Particulars of the Restricted Shares granted to the selected participants as of the Latest Practicable Date are set forth below:

Name of participants <sup>(1)</sup>	Position held within our Group	Number of Restricted Shares	Approximate percentage of enlarged issued share capital of our Company immediately after completion of the [REDACTED] <sup>(2)</sup>
<b>Director</b>			
Mr. Guo Jiaping (郭家平) . . .	Executive Director and vice general manager	460,000	[REDACTED]%
Ms. Liu Hongchan (劉紅嬋) .	Executive Director, vice general manager and secretary of the Board	75,000	[REDACTED]%
<b>Supervisor</b>			
Ms. Yan Ge (嚴格) . . . . .	Supervisor and accountant	25,000	[REDACTED]%
<b>Senior management (excluding those who are also Directors)</b>			
Ms. Wang Lixia (王麗霞). . . .	Vice general manager	100,000	[REDACTED]%
<b>Other participants</b>			
Other 53 participants <sup>(3)</sup> . . . . .	Employee, former employee or consultant	4,666,480	[REDACTED]%
<b>Total</b> . . . . .		<b>5,326,480</b>	<b>[REDACTED]%</b>

*Notes:*

- (1) The Restricted Shares issued to the participants were held by the employee stock ownership platforms, namely Wuhan Xinglin, Wuhan Taolin and Wuhan Zhulin, the general partner and limited partners of which are the participants of the [REDACTED] Restricted Share Scheme.
- (2) The percentage is for illustrative purpose only and is calculated based on the number of Shares in issue immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]).
- (3) These participants include 51 employees, one former employee and one consultant of our Group.

## **APPENDIX VI**

## **STATUTORY AND GENERAL INFORMATION**

### **E. OTHER INFORMATION**

#### **1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

#### **2. Litigation**

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in this document and so far as our Directors are aware, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against us, that would have a material adverse effect on our results of operations or financial conditions, taken as a whole.

#### **3. Sole Sponsor**

The Sole Sponsor has declared its independence pursuant to Rule 3A.07 of the Listing Rules. Our Company has entered into an engagement agreement with the Sole Sponsor, pursuant to which our Company agreed to pay an aggregate of US\$600,000 to the Sole Sponsor to act as the sponsor to our Company in connection with the [REDACTED].

The Sole Sponsor has made an application on our behalf to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, our H Shares. All necessary arrangements have been made to enable the H Shares to be admitted into [REDACTED].

#### **4. Compliance Advisor**

We appointed Haitong International Capital Limited as our compliance adviser effective upon the [REDACTED] in compliance with Rules 3A.19 of the Listing Rules.

#### **5. Preliminary Expenses**

We have not incurred any material preliminary expenses.

#### **6. Promoter**

The promoters of our Company are Zhongshan Medical Investment and Wuhan Xinglin. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**7. Taxation of Holders of H Shares**

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the [REDACTED] of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

**8. Qualification of Experts**

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

<u>Name</u>	<u>Qualifications</u>
Haitong International Capital Limited . .	Licensed corporation under the SFO for type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Tian Yuan Law Firm . . . . .	PRC legal advisors to our Company
Tahota Law Firm . . . . .	PRC legal advisors to our Company on data compliance matters
Ernst & Young . . . . .	Certified Public Accountants and Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. . . . .	Industry consultant

**9. Consents of Experts**

Each of Haitong International Capital Limited, Tian Yuan Law Firm, Tahota Law Firm, Ernst & Young and Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or certificates and/or legal opinion (as the case may be), which is made as of the date of this document, and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

## **APPENDIX VI**

## **STATUTORY AND GENERAL INFORMATION**

### **10. Bilingual Document**

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided under Section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### **11. Binding Effect**

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

### **12. Miscellaneous**

Save as disclosed in this document,

- (1) within the two years immediately preceding the date of this document:
  - (i) no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
  - (iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (2) no share or loan capital of our Company or any of our subsidiaries had been under option or agreed conditionally or unconditionally to be put under option;
- (3) our Company has no outstanding convertible debt securities or debentures;
- (4) there is no restriction affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (5) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;

**APPENDIX VI**

**STATUTORY AND GENERAL INFORMATION**

- (6) our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since June 30, 2024 (being the date to which the latest audited consolidated financial statements of our Group were made up);
- (7) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (8) all necessary arrangements have been made to enable the Shares to be admitted to **[REDACTED]**;
- (9) no company within or Group is listed on any stock exchange or traded on any trading system and at present, and our Group is not seeking or proposing to seek any **[REDACTED]** of, or permission to **[REDACTED]** in, the share or loan capital of our Company on any other stock exchange;
- (10) our Company is a joint stock company with limited liability and is subject to the PRC Company Law; and
- (11) there is no arrangement under which future dividends are waived or agreed to be waived.

---

**APPENDIX VII                      DOCUMENTS DELIVERED TO THE REGISTRAR OF  
COMPANIES IN HONG KONG AND ON DISPLAY**

---

**DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG**

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

- (a) the written consents referred to in the section headed “Appendix VI — Statutory and General Information — E. Other Information — 9. Consents of Experts” in this document; and
- (b) a copy of each of the material contracts referred to in the section headed “Appendix VI — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts” in this document.

**DOCUMENTS AVAILABLE ON DISPLAY**

Copies of the following documents will be available on display on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.chinadzyl.com](http://www.chinadzyl.com) during a period of 14 days from the date of this document:

- (a) the Articles of Association;
- (b) the Accountants’ Report from Ernst & Young, the text of which is set out in Appendix I to this document;
- (c) the report on unaudited pro forma financial information of our Group from Ernst & Young, the text of which is set out in Appendix IIA to this document;
- (d) the audited consolidated financial statements of our Group for the financial years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024;
- (e) the legal opinion issued by Tian Yuan Law Firm, our PRC Legal Advisors, in respect of certain aspects of our Group in the PRC;
- (f) the legal opinion issued by Tahota Law Firm, our PRC Legal Advisors relating to Data Compliance, in respect of PRC data compliance law;
- (g) the industry report issued by Frost & Sullivan, from which information in the section headed “Industry Overview” of this document is extracted;
- (h) the material contracts referred to in “Appendix VI — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts” in this document;

---

**APPENDIX VII                      DOCUMENTS DELIVERED TO THE REGISTRAR OF  
   COMPANIES IN HONG KONG AND ON DISPLAY**

---

- (i) the service contracts and letters of appointment referred to in “Appendix VI — Statutory and General Information — C. Further Information about our Directors, Supervisors and Substantial Shareholders — 2. Particulars of Service Contracts and Letters of Appointment” in this document;
- (j) the written consents referred to “Appendix VI — Statutory and General Information — E. Other Information — 9. Consents of Experts” in this document; and
- (k) the PRC Company Law, the PRC Securities Law, the Overseas Listing Trial Measures together with their unofficial English translation.