

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

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Immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and without taking into account any Shares which may be allotted and issued under the Equity Incentive Plan), Dr. Tian will hold 55,233,000 Shares, representing approximately [REDACTED]% of the total issued share capital of our Company. Accordingly, Dr. Tian will be our single largest Shareholder after the [REDACTED].

INDEPENDENCE FROM OUR SINGLE LARGEST SHAREHOLDER

Our Directors believe that our Group will be capable of carrying out our business independently from our single largest Shareholder and his close associates after the [REDACTED] for the reasons set out below.

Operational Independence

We have established our own organizational structure, with each department assigned to specific areas of responsibilities which have been in operation and are expected to continue to operate independently from our single largest Shareholder and his close associates. We are in possession of all relevant licenses, assets, copyrights, trademarks and other intellectual properties necessary to carry on and operate our business. We have independent access to suppliers and customers. In addition, we have sufficient operational capacity in terms of capital and employees to operate independently.

Based on the above, our Directors believe that our Group will be able to operate independently from our single largest Shareholder and his close associates after the [REDACTED].

Management Independence

Upon the [REDACTED], our Board will comprise two executive Directors, one non-executive Director and three independent non-executive Directors, and our senior management team will comprise two members. Our executive Directors and senior management team are responsible for the daily management of our operations.

Our Directors believe that our Group will be able to function independently from our single largest Shareholder and his close associates after the [REDACTED] for the following reasons:

- (a) our Board has a balanced composition of executive Directors, non-executive Director and independent non-executive Directors. Our independent non-executive Directors are not associated with our single largest Shareholder or his close associates, which ensures that decisions of our Board are made only after due consideration of independent and impartial opinions;

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- (b) our independent non-executive Directors individually and collectively possess the requisite knowledge, experience, and competence to provide a balance of potentially interested Directors with a view to promote the interests of our Company and our Shareholders as a whole;
- (c) our Company has established internal control mechanisms to identify connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions;
- (d) each of our Directors is aware of his or her fiduciary duties and responsibilities under the Listing Rules as a director of a [REDACTED], which require that he or she acts for the benefit and in the best interest of our Company, and does not allow any conflict between his or her duties as a Director and his or her personal interests; and
- (e) if there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective close associates, the interested Directors are obliged to declare and fully disclose such potential conflict of interests, and shall abstain from voting at the relevant Board meetings in respect of such transactions.

Based on the above, our Directors believe that they will be able to perform their managerial roles in our Company independently from our single largest Shareholder and his close associates after the [REDACTED].

Financial Independence

We have independent internal control and accounting systems. We also have an independent finance department responsible for discharging the treasury function. We are capable of obtaining financing from third parties, if necessary, without reliance on our single largest Shareholder or his close associates. As of the Latest Practicable Date, there were no subsisting loans, guarantees or pledges provided by our single largest Shareholder or his close associates to our Group.

Based on the above, our Directors believe that our Group will be able to maintain financial independence from our single largest Shareholder and his close associates after the [REDACTED].

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CORPORATE GOVERNANCE

Our Directors recognize the importance of good corporate governance to protect the interests of our Shareholders. We have adopted the following corporate governance measures to maintain good corporate governance standards and to avoid potential conflict of interests between our Group and our single largest Shareholder and his close associates:

- (a) our Company has established internal control mechanisms to identify connected transactions. Upon the [REDACTED], if our Group enters into connected transactions with our single largest Shareholder or his close associates, our Company will comply with the applicable requirements under the Listing Rules;
- (b) where a Shareholders' meeting is to be held to consider proposed transactions in which our single largest Shareholder or his close associates have any material interests, our single largest Shareholder and his close associates (as applicable) will not vote on the relevant resolutions;
- (c) our independent non-executive Directors will review whether there is any conflict of interests between our Group and our single largest Shareholder and his close associates and provide impartial and professional advice to protect the interests of our minority Shareholders;
- (d) if any of our single largest Shareholder or Directors has a conflict of interest in a matter to be considered by our Board which our Board has determined to be material, the matter will be dealt with by a physical meeting rather than a written resolution. Additionally, our independent non-executive Directors with no material interest in the matter will be present at the relevant Board meeting;
- (e) where the advice from an independent professional, such as a financial or legal advisor, is reasonably requested by our Directors (including independent non-executive Directors), the appointment of such independent professional will be made at our Company's expenses; and
- (f) we have appointed SPDB International Capital Limited as our Compliance Advisor to provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules, including various requirements relating to Directors' duties and corporate governance matters.

Based on the above, our Directors believe that sufficient corporate governance measures have been put in place to manage potential conflict of interests between our Group and our single largest Shareholder and his close associates, and to protect our minority Shareholders' rights after the [REDACTED].