## OUR CONTROLLING SHAREHOLDERS

Upon completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised), Dr. Zhang will control **[REDACTED]**% of our total issued share capital, comprising (i) **[REDACTED]**% direct interests beneficially owned by him; (ii) **[REDACTED]**% beneficially owned by Wuhan Changsheng; (iii) **[REDACTED]**% beneficially owned by Wuhan Aiminisen; and (iv) **[REDACTED]**% beneficially owned by Wuhan Weiai. Each of Wuhan Changsheng, Wuhan Aiminisen and Wuhan Weiai is controlled by Dr. Zhang as its general partner. Accordingly, Dr. Zhang, Wuhan Changsheng, Wuhan Aiminisen and Wuhan Weiai will be our Controlling Shareholders upon the **[REDACTED]**.

## DELINEATION OF BUSINESS

### Wuhan Ainuo Medical Laboratory

Since establishment and up to the Latest Practicable Date, Dr. Zhang has been the sole beneficial shareholder of Wuhan Ainuo Medical Laboratory. Wuhan Ainuo Medical Laboratory is a limited liability company established in the PRC on November 26, 2021 which operates medical testing business. Our Company previously acted as the nominee shareholder of Wuhan Ainuo Medical Laboratory on behalf of Dr. Zhang, the beneficial owner, from November 26, 2021 to July 22, 2025, mainly to facilitate its early business development. On July 23, 2025, our Company restored all the equity interests of Wuhan Ainuo Medical Laboratory to Dr. Zhang. There is a clear delineation of business between our Group and Wuhan Ainuo Medical Laboratory.

Please refer to the below a summary of comparison between Wuhan Ainuo Medical Laboratory and our Company:

| Category | Wuhan Ainuo Medical Laboratory | Our Group |
|---|---|---|
| Business Qualification | Obtained (i) Medical Institution Practice License (醫療機構執業許可證), (ii) Clinical Gene Amplification Testing Laboratory Technical Review and Acceptance Certificate (臨床基因擴增檢驗實驗室技術審核驗收合格證) and (iii) Hubei Province Biosafety Laboratory Filing Certificate (湖北省生物安全實驗室備案證). | Obtained (i) Medical Device Manufacturing License (醫療器械生產許可證), (ii) Manufacturing Filing Certificate (生產備案證), (iii) Product Registration Certificate (產品註冊證) and (iv) Product Filing Certificate (產品備案證). |
| Business Model | Provides medical testing and diagnostic services to clients lacking in-house testing capabilities. It does not engage in the R&D, production, registration or sale of diagnostic kits. | Research and development and sells self-developed diagnostic kits to end customers with in-house testing capabilities. |

| Category | Wuhan Ainuo Medical Laboratory | Our Group |
|---|---|---|
| Downstream Customers | Hospitals, physical examination centers, and other institutions that require testing services but lack in-house testing capacity.<br><br>The major customers of Wuhan Ainuo Medical Laboratory and our Group do not overlap. | Direct sales to medical testing laboratories and sales to public hospitals with testing capabilities through the Company's distributors. Wuhan Ainuo Medical Laboratory, as a third-party medical testing laboratory, is one of our Group's medical testing laboratory customers. During the Track Record Period, depending on business need, Wuhan Ainuo Medical Laboratory purchases diagnostic kits from us and utilizes its molecular testing technology platforms to deliver various testing services. |
| Suppliers | Our Group is not the sole test kit supplier to Wuhan Ainuo Medical Laboratory and the selling prices of our products sold to Wuhan Ainuo Medical Laboratory are comparable to those sold to other independent third parties. | |
| Finance | During the Track Record Period, Wuhan Ainuo Medical Laboratory and our Company each maintains independent financial accounting systems and prepares its own separate financial statements. There is no inter-company loans, guarantee arrangement or financial dependencies between the two entities. | |
| Management | During the Track Record Period and as of the Latest Practicable Date, save for Dr. Zhang who served as the director of Wuhan Ainuo Medical Laboratory, there was no overlap of directors, senior management, R&D and sales personnel between the Group and Wuhan Ainuo Medical Laboratory.<br><br>Mr. Sun Fan (孫帆), the general manager of Wuhan Ainuo Medical Laboratory, oversees its overall operations, acts independently and is not involved in the management of the Group. | |

## RULE 8.10 OF THE LISTING RULES

As of the Latest Practicable Date, neither our Controlling Shareholders nor any of their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly, with our business which would require disclosure under Rule 8.10 of the Listing Rules.

## INDEPENDENCE OF OUR BUSINESS

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently from our Controlling Shareholders and their respective close associates upon and after the **[REDACTED]**.

### Operational Independence

We do not rely on our Controlling Shareholders and their respective close associates for our daily operations. We have our own organizational structure with self-governed departments specializing in various functions, including but not limited to our research and development, business development, staffing, logistics, administration, finance, internal audit, information technology, sales and marketing, or company secretarial functions. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate separately and independently from our Controlling Shareholders and their respective close associates. In addition, we have our own headcount of employees for our operations and management for human resources. We also maintain a set of comprehensive internal control procedures to facilitate the effective operation of our businesses.

We have full rights to make all decisions on, and to carry out, our own business operations independently. We hold and enjoy the benefit of all relevant permits and licenses necessary for carrying on our business in all material respects, and we have sufficient capital, facilities, equipment and employees to operate our business independently from our Controlling Shareholders. In addition, our access to, and relationship with, our key customers and suppliers are independent from our Controlling Shareholders.

We entered into certain continuing connected transactions with our connected persons. For more details, please refer to "Continuing Connected Transactions" in this document for more details. Considering that the amount of the relevant transactions during the Track Record Period are not significant to our Group, our Directors believe that such transactions will not have any impact on the operational independence of our Group.

Based on the above, our Directors believe that we are operationally independent from our Controlling Shareholders and their respective close associates. Our Directors confirmed that our Group will be able to operate independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Our management and operational decisions are made by the Board and our senior management in a collective manner. Upon **[REDACTED]**, our Board comprises eight Directors, including four executive Directors, one non-executive Director and three independent non-executive Directors. Dr. Zhang is an executive Director, general manager and the chairman of the Board. For more details, please refer to "Directors and Senior Management" in this document.

Our Directors have relevant experience to ensure the proper functioning of the Board. We further believe that our Directors and members of the senior management are able to perform their roles in our Company in managing our business independently from our Controlling Shareholders and their respective close associates for the following reasons:

(a) our daily management and operations are carried out by our core management team (comprising Dr. Zhang Lianglu, Dr. Dong Lanlan, Dr. Guo Hong, Mr. Wu Zhicheng, Mr. Xie Minghao and Ms. Zhou Dihan, the "**Core Management Team**"), who are expected to continue to be responsible for our Group's overall day-to-day management and discharge their duties to our Shareholders upon and after the **[REDACTED]**. Save for Dr. Zhang, each member of our Core Management Team is independent from our Controlling Shareholders; all of them possess substantial experience in the industry in which our Company is engaged and will therefore be able to make decisions that are in the interests of our Company and its Shareholders as a whole;

(b) save for interests held by our Directors and senior management as disclosed in "History, Development and Corporate Structure" in this document, all other members of the Board and senior management have no other relationship with the Controlling Shareholders and their respective close associates. Each of Wuhan Changsheng, Wuhan Aiminisen and Wuhan Weiai functions as an employee incentive platform without business operations and, as such, does not require active involvement of our Directors or senior management in its daily work or day-to-day management. Furthermore, upon the **[REDACTED]**, none of the other Directors or members of senior management will (i) hold any directorships or managerial roles in Wuhan

Changsheng, Wuhan Aiminisen, Wuhan Weiai or their respective close associates; or (ii) have any other relationship with Wuhan Changsheng, Wuhan Aiminisen, Wuhan Weiai or their respective close associates;

(c) our independent non-executive Directors have experience in different areas. We believe that they will be able to exercise their independent judgment and will be able to provide impartial opinions in the decision-making process of our Board to protect the interests of our Company and our Shareholders as a whole;

(d) each of our Directors is aware of his or her fiduciary duties as a director, which requires, among other things, that he or she acts for our Company's best interests and he or she must not allow any conflict between his or her duties as a Director and his or her personal interests;

(e) we have established internal control mechanisms to identify related party transactions and connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions. Where a Board meeting or Shareholders' meeting is held to consider a proposed transaction in which our Directors or Controlling Shareholders or any of their respective close associates have a material interest, the relevant Directors or our Controlling Shareholders and their respective close associates shall abstain from voting on the relevant resolutions and shall not be counted towards the quorum for the voting; and

(f) we will establish corporate governance measures and adopt sufficient and effective control mechanisms to manage potential conflicts of interest, if any, between our Group and our Controlling Shareholders, which would support our independent management. For further information, please refer to "Corporate Governance Measures" in this section.

Based on the above, our Directors are satisfied that they are able to perform their managerial roles in our Company independently, and our Directors are of the view that we are capable of managing our business independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

**Financial Independence**

We have an independent internal control, accounting and financial management system independent from our Controlling Shareholders and their respective close associates. We have also established an independent finance department to make the decisions based on our own business needs. We have opened accounts with banks independently and do not share any bank account with our Controlling Shareholders and their respective close associates.

In addition, we are capable of obtaining financing from independent third parties without relying on any guarantee or security provided by our Controlling Shareholders and their respective close associates. During the Track Record Period and as of the Latest Practicable Date, we had received the **[REDACTED]** Investments from third party investors independently. Please refer to "History, Development and Corporate Structure – **[REDACTED]** Investments" in this document for details. As of the Latest Practicable Date, there were no loans, advances and balances due to or from our Controlling Shareholders or their respective close associates, nor were there any pledges and guarantees provided by and to our Controlling Shareholders or their respective close associates.

## CORPORATE GOVERNANCE MEASURES

Our Directors believe that there are adequate corporate governance measures in place to manage the potential conflict of interests between our Controlling Shareholders and our Group and to safeguard the interests of our Shareholders taken as a whole for the following reasons:

- where a Shareholders' meeting is to be held for considering proposed transactions in which our Controlling Shareholders and/or any of their respective close associates has a material interest, our Controlling Shareholders and/or any of their respective close associates will not vote on the resolutions and shall not be counted in the quorum in the voting;
- our Articles of Association provides that, a Director shall abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her associates has a material interest nor shall such Director be counted in the quorum present at the Board meeting;
- our Group has established internal control mechanisms to identify connected transactions. Upon the **[REDACTED]**, if any transaction is proposed between our Group and our Controlling Shareholders and/or any of their respective close associates, we will comply with the requirements of the Articles of Association and the Listing Rules, including, where appropriate, the reporting, annual review by the independent non-executive Directors, announcement and independent Shareholders' approval;
- our Board consists of a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors, with independent non-executive Directors representing not less than one-third of our Board to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review, on an annual basis, whether there are any conflicts of interests between our Group and our Controlling Shareholders and provide impartial and professional advice to protect the interests of our Shareholders;
- our Controlling Shareholder, Dr. Zhang, will undertake to provide all necessary information, including all relevant financial, operational and market information and any other necessary information as required by the independent non-executive Directors for the annual review of any conflicts of interest between our Group and our Controlling Shareholders;
- where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company's expenses;
- we have appointed WRise Capital Limited as our Compliance Advisor, who will 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, and inform us on a timely basis of any amendment or supplement to the Listing Rules or applicable laws and regulations in Hong Kong; and
- we have established our Audit Committee, Remuneration Committee and Nomination Committee with written terms of reference in compliance with the Listing Rules and the Corporate Governance Code.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Company and our Controlling Shareholders, and to protect our minority Shareholders' interests after the Listing.