OVERVIEW

Upon [**REDACTED**], certain transactions between us and our connected persons, which are entered into in our ordinary course of business, will constitute continuing connected transactions of our Company under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

Our Company has entered into agreements with the following connected persons, the transactions contemplated under such agreements will constitute our continuing connected transactions upon [**REDACTED**]:

Name of our connected persons	Connected Relationship
Sichuan JND	Sichuan JND is one of our Controlling Shareholders, and therefore a connected person of our Company

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

We entered into the following transactions with the above-mentioned connected persons that will constitute continuing connected transactions under Rule 14A.31 of the Listing Rules upon [**REDACTED**]:

Nature of transaction	Counterparty	Proposed Annual Caps For the years ending December 31, (RMB million)			Applicable Listing Rules	Waiver sought
		2026	2027	2028		
Fully exempt continuing connected transactions						
Trademark licensing . .	Sichuan JND and its associates	N/A	N/A	N/A	14A.76(1)	N/A
Non-exempt continuing connected transaction (subject to reporting, annual review, announcement, circular and independent Shareholders' approval requirements)						
Procurement of pharmaceuticals and other healthcare products	Sichuan JND and its associates	624	749	899	14A.35, 14A.36, 14A.49, 14A.71, 14A.105	Announcement, circular and independent Shareholders' approval requirements

FULLY EXEMPT CONTINUING CONNECTED TRANSACTION

1. Trademark Licensing

We entered into a trademark licensing framework agreement with Sichuan JND on [●] ("**Trademark Licensing Framework Agreement**"), pursuant to which Sichuan JND and its associates will grant to our Company licenses for the use of certain trademarks ("**Licensed Trademarks**") registered in the PRC for our sales of pharmaceuticals on a royalty-free basis. The initial term of the Trademark Licensing Framework Agreement is twenty years commencing from the [**REDACTED**], subject to renewal by mutual consent and compliance with all applicable laws and regulations. For details of the Licensed Trademarks, please refer to "Appendix VI — Statutory and General Information — Further Information about our Business — Intellectual Property Rights" in this document.

As required by Rule 14A.52 of the Listing Rules, the period for the agreement for the continuing connected transactions must not exceed three years, except in cases where the nature of the transaction requires the agreement to be of a duration longer than three years. We are of the view that the Trademark Licensing Framework Agreement was entered into on normal commercial terms or better and the Licensed Trademarks are necessary for our business operations and a longer duration of the agreement will avoid any unnecessary business interruption and help ensure the long-term development and continuity of our business. The Sole Sponsor is of the view that it is the normal business practice for this type of agreement to be longer than three years. Upon the renewal or extension of the Trademark Licensing Framework Agreement after the term of twenty years since its commencement, the Company will review the consideration and expected annual caps (if any) and comply with relevant requirements under Chapter 14A of the Listing Rules.

Reasons for the transactions

Our Group has been using these widely recognized Licensed Trademarks, including the China Well-known Trademark, the "Good Doctor" trademark (""), for business operations since our establishment. The Directors consider that the usage of the licensed Trademarks will enable our Company to leverage the brand recognition, popularity and reputation of the Good Doctor brand, and it is in the best interests of our Company and its Shareholders to continue to use the Licensed Trademarks after [**REDACTED**].

Listing Rules implications

As the license to use these Licensed Trademarks is granted to us on a royalty-free basis, the transactions under the Trademark Licensing Framework Agreement constitute *de minimis* transactions and are fully exempt from the reporting, annual review, announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION (SUBJECT TO REPORTING, ANNUAL REVIEW, ANNOUNCEMENT, CIRCULAR AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS)

We have entered into the following transaction which, as our Directors currently expect, the highest applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules will be more than 5% on an annual basis. Under Rule 14A.03 of the Listing Rules, this transaction will be subject to the reporting, annual review, announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Procurement of Pharmaceuticals and Other Healthcare Products

We entered into a pharmaceuticals and other healthcare products procurement framework agreement with Sichuan JND on [●], 2026 (the "**Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement**"), pursuant to which our Group may from time to time procure pharmaceuticals and other healthcare products from Sichuan JND and its associates.

The initial term of the Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement shall commence on the [**REDACTED**] until December 31, 2028, subject to renewal by mutual consent and compliance with all applicable laws and regulations.

We will separately enter into specific agreements with Sichuan JND and its associates which will set out the specific terms and conditions, including types of products, quantity and quality required, fees and payment methods of the products procured by us.

Reasons for the transactions

Sichuan JND and its associates manufacture and sell pharmaceuticals and other healthcare products which we require for our pharmaceutical direct supply business. We procured pharmaceuticals and other healthcare products from Sichuan JND and its associates taken into consideration the competitiveness of the types, quality and prices of pharmaceuticals and other healthcare products provided by Sichuan JND and its associates.

Our Group has a long-term and stable cooperation with Sichuan JND and its associates, which are familiar with our business needs, quality standards and products requirement. We believe that maintaining a stable and quality business relationship with Sichuan JND and its associates would facilitate our business growth, especially our pharmaceutical direct supply business, and would be in the best interest of our Company and our Shareholders as a whole.

Pricing policies

The pricing for procurement of pharmaceuticals and other healthcare products contemplated under the Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement shall be determined on arm's length negotiations between the parties. Sichuan JND and its associates charge the same price from our Group and their other independent customers for the same type of products under the same sales channels in the ordinary and usual course of business.

Historical amounts

	For the year ended December 31,		
	2023	**2024**	**2025**
		(RMB million)	
Procurement of pharmaceuticals and other healthcare products	291.5	393.6	520.4

Annual caps and basis of annual caps

The maximum aggregate annual procurement amounts in respect of the Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement for the three years ending December 31, 2028 shall not exceed the caps set out below:

	For the year ending December 31,		
	2026	**2027**	**2028**
		(RMB million)	
Procurement of pharmaceuticals and other healthcare products. . .	624	749	899

The above annual caps were determined based on the following factors:

(i) our historical sales volume of and the growing trend of pharmaceuticals and other healthcare products through our APPs during the Track Record Period, especially considering the continued expansion of our customer base.

(ii) the expected amount of procurement of pharmaceuticals and other healthcare products by our Group from Sichuan JND and its associates to meet the needs of our future business development; and

(iii) other factors including but not limited to the potential increase of unit prices for the pharmaceuticals, as well as the costs and expenses in relation to pharmaceuticals manufacturing.

WAIVER APPLICATION FOR NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

As the transactions contemplated under the Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement are expected to continue on a recurring and continuing basis and have been fully disclosed in this document, our Directors consider that compliance with the announcement, circular and the independent Shareholders' approval requirements would be impractical, and such requirements would lead to unnecessary administrative costs and would be unduly burdensome to us.

Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Stock Exchange [has granted], waiver exempting us from strict compliance with the announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Pharmaceuticals and Other Healthcare Products Procurement Framework Agreement, subject to the condition that the aggregate amounts of the continuing connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above).

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transactions referred to in this document, we will take immediate steps to ensure compliance with such new requirements within reasonable time.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors) are of the view that the non-exempt continuing connected transactions as set out above are in our ordinary and usual course of business and on normal commercial terms, and are fair and reasonable and in the interest of our Company and our Shareholders as a whole, and the proposed annual caps for those transactions are fair and reasonable and in the interest of our Company and our Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

The Sole Sponsor is of the view that the non-exempt continuing connected transactions as set out above are in the ordinary and usual course of business of our Company and on normal commercial terms or better, and are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and the proposed annual caps for those transactions are fair and reasonable and in the interest of our Company and our Shareholders as a whole.

INTERNAL CONTROL MEASURES TO SAFEGUARD SHAREHOLDERS' INTERESTS

In order to further safeguard the interests of the Shareholders as a whole (including the minority Shareholders), our Group has implemented the following internal control measures in relation to the continuing connected transactions:

- Our Group has approved internal guidelines which provide that if the value of any proposed connected transaction is expected to exceed certain thresholds, the relevant staff must report the proposed transactions to the relevant responsible personnel in order for our Company to commence the necessary additional assessment and approval procedures and ensure that we will comply with the applicable requirements under Chapter 14A of the Listing Rules.

- Our Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the continuing connected transactions entered into by our Company. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the continuing connected transactions have been entered into in the ordinary and usual course of business of our Group, are on normal commercial terms and are in accordance with the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Board, are not in accordance with the pricing policies of our Group in all material respects, are not entered into in accordance with the relevant agreements governing the transactions in all material respects or have exceeded the cap as stated above.

- When considering any renewal or revisions to the agreements after [**REDACTED**], the interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at board meetings or shareholders' general meetings (as the case may be). If the independent Directors' or independent Shareholders' approvals cannot be obtained, we will not continue the transactions under the framework agreement(s) to the extent that they constitute non-exempt continuing connected transactions under rule 14A.35 of the Listing Rules.