FURTHER INFORMATION ABOUT OUR GROUP

Establishment of our Company

Our Company was established as a limited liability company under the laws of the PRC on January 23, 2003, and was converted into a joint stock limited company under the laws of the PRC on June 1, 2022. Our Company's registered office is located at Zunxian Road No. 999 High-tech Zone, Zibo City, Shandong Province, PRC.

Our Company has established a place of business in Hong Kong at 31/F, Tower 2, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on March 24, 2026. Ms. Ye Jiahong has been appointed as our authorized representative for acceptance of service of process and notices in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

Changes in the Share Capital of our Company

Save as disclosed in "History, Development and Corporate Structure", there has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

Changes in the Share Capital of Our Subsidiaries

Details of our subsidiaries are set out in "History, Development and Corporate Structure — Our Subsidiaries" and Note 1 to the Accountants' Report as set out in Appendix I to this document.

There has been no alteration in the registered capital of our subsidiaries within two years immediately preceding the date of this document.

Resolutions of the Shareholders

Pursuant to a general meeting held on May 6, 2026, the Shareholders resolved that, among others:

(a) the [REDACTED] by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares being [REDACTED] on the Stock Exchange;

(b) the number of H Shares to be [REDACTED] shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED] (without taking into account of any H Shares which may be [REDACTED] upon the exercise of the [REDACTED]), and the [REDACTED] in respect of not more than [REDACTED]% of the number of H Shares initially available under the [REDACTED] be granted;

(c) subjects to the CSRC's approval, upon completion of the [REDACTED], 33,907,256 Unlisted Shares in aggregate held by 11 Shareholders will be converted into H Shares on a one-for-one basis;

(d) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to the Board to amend the Articles of Association to the extent necessary in accordance with laws, regulations and regulatory rules and requirements from relevant government bodies or regulatory authorities and for the purpose of the [REDACTED]; and

(e) authorization of the Board or its authorized individual(s) to handle all matters relating, among other things, to the [REDACTED], the [REDACTED] and the [REDACTED] of H Shares on the Stock Exchange.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

We [have] entered into the following contract (not being a contract entered into in the ordinary course of business) within the two years immediately preceding the date of this document that is or may be material:

(a) the Hong Kong [REDACTED].

Intellectual Property Rights

Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we considered to be material to our business:

No.	Trademark	Registration number	Registered owner	Place of registration	Classification	Expiry date
1.	ANDE HEALTHCARE	11318881	The Company	PRC	44	January 6, 2034
2.	安得医疗	11318630	The Company	PRC	44	January 6, 2034
3.		11318579	The Company	PRC	10	January 6, 2034
4.		11318585	The Company	PRC	10	January 6, 2034
5.	安比特	29934448	The Company	PRC	10	April 20, 2029
6.	安输舒	29922756	The Company	PRC	10	January 27, 2029
7.	安输贝	29922742	The Company	PRC	10	January 27, 2029
8.	新华安得	59256874	The Company	PRC	10	May 13, 2032
9.	ADYL	59588388	The Company	PRC	10	March 13, 2032
10.	Andermed	60149437	The Company	PRC	10	April 13, 2032
11.	宝芙葆	60722603	The Company	PRC	5	May 13, 2032
12.	娇立清	60717223	The Company	PRC	5	May 13, 2032
13.	保芙润	60717213	The Company	PRC	5	May 20, 2032
14.	娇可清	60740904	The Company	PRC	5	May 13, 2032
15.	Andermed	65570363	The Company	PRC	5	April 13, 2033

No.	Trademark	Registration number	Registered owner	Place of registration	Classification	Expiry date
16.	Andermed	65577058	The Company	PRC	44	December 20, 2032
17.	Andermed	66163708	The Company	PRC	17	January 13, 2033
18.	Andermed	66182178	The Company	PRC	9	May 20, 2033
19.	Andermed	66170091	The Company	PRC	5	April 6, 2033
20.	Andermed	66167412	The Company	PRC	16	March 13, 2033
21.	Andermed	66178517	The Company	PRC	35	March 13, 2033
22.	安得学苑	69303183	The Company	PRC	41	September 13, 2033
23.	莎普锐	73371672	The Company	PRC	10	February 13, 2034
24.	Andermed	1909251	The Company	Indonesia United Arab Emirates Mexico Japan Chile Qatar Colombia	10	December 16, 2035
25.	Andermed	018725822	The Company	European Union	10	June 30, 2032
26.	ANDE	7132525	The Company	United States	10	August 8, 2033
27.	ANDE	018726249	The Company	European Union	10	June 30, 2032
28.		7161434	The Company	United States	10	September 12, 2033
29.		927464209	The Company	Brazil	10	November 14, 2033
30.		018726244	The Company	European Union	10	June 30, 2032

Patents

As of the Latest Practicable Date, we had registered the following patents which we considered to be material to our business:

No.	Patent name	Patent holder	Patent number	Place of registration	Patent type	Authorization date
1.	Device for Preventing Catheter Blood Backflow	The Company	ZL202210348225.0	PRC	Invention	July 7, 2023
2.	Integrated Catheter Device Combining Catheter, Guidewire and Puncture Needle	The Company	ZL202210811570.3	PRC	Invention	November 22, 2022
3.	Medium- to Long-Term Indwelling Peripheral Venous Catheter Assembly	The Company	ZL202211244011.5	PRC	Invention	June 17, 2025
4.	Self-Venting Anti-Air-Bubble Infusion Set	The Company	ZL201110432748.5	PRC	Invention	June 26, 2013
5.	Automatic Air-Venting Infusion Set	The Company	ZL201510306582.0	PRC	Invention	January 1, 2019
6.	Closed System Fluid Transfer Device and Method Thereof	The Company	ZL201610626961.2	PRC	Invention	December 14, 2018
7.	Eine Abdichtung bewirkende Fluidtransfervorrichtung und ein eine Abdichtung bewirkendes Fluidtransferverfahren	The Company	DE 11 2017 003 170 B4	Germany	Invention	June 15, 2023
8.	Water- and Bacteria-Resistant Skin Protectant and Preparation Method Thereof	The Company	ZL202310354797.4	PRC	Invention	July 7, 2023
9.	Fixed-Dose Auto-Disable Syringe	The Company	ZL202110413516.9	PRC	Invention	July 26, 2024
10.	Injection Device with Fixed-Dose Auto-Disable Function	The Company	ZL202110496130.9	PRC	Invention	July 26, 2024
11.	Positive Pressure Elastic Valve and Needle-Free Connector	The Company	ZL201822132535.0	PRC	Utility Model	March 20, 2020
12.	Piston for Rapid Air Venting of Blood Gas Syringe and Rapid-Venting Blood Gas Syringe	The Company	ZL202122323597.1	PRC	Utility Model	May 27, 2022
13.	Needle-Stick Prevention Device for Huber Needles Used in Implantable Ports	The Company	ZL202220682669.3	PRC	Utility Model	August 19, 2022
14.	Safety PIVC with Anti-Reflux Function	The Company	ZL202222267277.3	PRC	Utility Model	April 25, 2023
15.	Winged Safety PIVC with Needle-Stick Prevention Feature	The Company	ZL202222268164.5	PRC	Utility Model	June 27, 2023
16.	Tear-Away Introducer Dilator Device	The Company	ZL202222258493.1	PRC	Utility Model	December 2, 2022
17.	Safety Implantable Port	The Company	ZL202521386646.8	PRC	Utility Model	September 5, 2025
18.	PIVC for Dialysis	The Company	ZL202522730895.0	PRC	Utility Model	January 30, 2026
19.	Disinfection Device for Infusion Connectors	The Company	ZL201620311736.5	PRC	Utility Model	March 15, 2017
20.	Device for Preventing Catheter Blood Backflow	The Company	ZL202220771679.4	PRC	Utility Model	November 11, 2022
21.	Novel Balloon Inflation Pressure Pump with Protective Device	The Company	ZL202322477176.3	PRC	Utility Model	July 30, 2024
22.	Microcatheter with Anti-Reflux Device	The Company	ZL202520633863.6	PRC	Utility Model	May 23, 2025

Domain Names

As of the Latest Practicable Date, we had registered the following internet domain names which we considered to be material to our business:

No.	Domain name	Owner	Expiry date
1.	andemed.com	The Company	December, 2030
2.	andehealthcare.com	The Company	September, 2026
3.	安得医疗.cn	The Company	June, 2027
4.	安得医疗.网址	The Company	June, 2027
5.	安得医疗.net	The Company	June, 2027
6.	安得医疗.com	The Company	June, 2027

FURTHER INFORMATION ABOUT THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Particulars of Directors' Service Contracts

We [have] entered into a service contract or a letter of appointment with each of the Directors in respect of, among others, (i) term of service, (ii) termination, (iii) compliance with the relevant laws and regulations and (iv) observance of the Articles of Association. The service contracts and letters of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with any member of the Group.

Remuneration of Directors

Save as disclosed in "Directors and Senior Management — Remuneration of Directors and Senior Management" and Note 9 to the Accountants' Report set out in Appendix I to this document, for the three financial years ended December 31, 2023, 2024 and 2025, none of our Directors received other remunerations of benefits in kind from us.

Disclosure of Interests

Interests of the Directors and Chief Executive of our Company

Save as disclosed below, immediately following completion of the [REDACTED] (assuming no exercise of the [REDACTED]) and the conversion of the Unlisted Shares into H Shares, so far as the Directors are aware, none of the Directors or chief executive of our Company will have any interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of our Company or our associated corporation (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to our Company and the Stock Exchange, once the H Shares are [REDACTED] on the Stock Exchange.

Name	Position	Nature of interest	Number and description of Shares held(1)	Approximate percentage of shareholding in the relevant type of Shares(2)	Approximate percentage of shareholding in the total share capital of our Company(2)
Mr. Ji	Executive Director and chairman of the Board	Interest in controlled corporations(3)	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	
Dr. Patrick Henri Jean Choay	Non-executive Director	Interest in controlled corporation(4)	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	

Notes:

(1) All interests stated are long positions.

(2) The calculation is based on the total number of [REDACTED] H Shares in issue upon [REDACTED] comprising (i) an aggregate of [REDACTED] H Shares to be converted from the Unlisted Shares and (ii) [REDACTED] H Shares to be [REDACTED] pursuant to the [REDACTED] (without taking into account the H Shares which may be [REDACTED] upon the exercise of the [REDACTED]).

(3) As of the Latest Practicable Date, Zibo Weilan holds approximately 73.29% of the shares in Shanghai Yirui. Therefore, Zibo Weilan is deemed to be interested in the 27,105,920 Shares in our Company held by Shanghai Yirui under the SFO. Zibo Heyi is the executive general partner of Zibo Weilan, Zibo Zhongce, Zibo Zhongjie, Zibo Zhongcheng, Zibo Zhonghui, Zibo Zhonghe and Zibo Zhong Yue. Therefore, Zibo Heyi is deemed to be interested in the 33,882,400 Shares in our Company held, directly and indirectly, by the aforementioned entities under the SFO.

As of the Latest Practicable Date, Mr. Ji holds 55.00% of the shares in Zibo Heyi and approximately 53.45% of the shares in Shanghai Zhuanjingle. Therefore, Mr. Ji is deemed to be interested in the 40,542,400 Shares in our Company held, directly and indirectly, by Zibo Heyi and Shanghai Zhuanjingle under the SFO.

(4) As of the Latest Practicable Date, Dr. Patrick Henri Jean Choay holds approximately 89.34% of the shares in Patrick Choay SAS. Therefore, Dr. Patrick Henri Jean Choay is deemed to be interested in the 22,784,600 Shares in our Company held by Patrick Choay SAS under the SFO.

Interests of substantial Shareholders

Save as disclosed in "Substantial Shareholders" in this document, the Directors are not aware of any other person (other than the Directors or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]) and the conversion of the Unlisted Shares into H Shares, have an interest and/or short position in the Shares or underlying Shares which would fall 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 who is, 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 general meetings of our Company or any other member of the Group.

2025 Stock Incentive Plan

The following is a summary of the principal terms of the 2025 Stock Incentive Plan adopted by our Company in January 2026, which is not subject to Chapter 17 of the Listing Rules as it does not involve any further grant of Awards (as defined below) by the Company after the [REDACTED].

Purpose of the plan

The purpose of the 2025 Stock Incentive Plan is to attract and retain highly qualified personnel, to offer additional incentives to Employees, and to promote the long-term development of the Company.

Awards and Grantees

The award(s) under the 2025 Stock Incentive Plan represent partnership interests in Zibo Zunxin and Zibo Tongxinyuan ("**Award(s)**"), corresponding to the underlying Shares held by such Employee Shareholding Platforms in the Company. The maximum number of Shares underlying to the Awards under the 2025 Stock Incentive Plan that are held by Zibo Zunxin and Zibo Tongxinyuan is 3,333,000 Shares.

The grantee(s) of the 2025 Stock Incentive Plan ("**Grantee(s)**") are employees of the Company. In the event that a Grantee ceases employment with our Company, such Grantee shall transfer the Awards within 30 days of such cessation.

As of the Latest Practicable Date, our Company had granted all of the Awards under the 2025 Stock Incentive Plan to 59 Grantees corresponding to 3,333,000 underlying Shares, representing [REDACTED]% of the total issued Shares of our Company immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Among such Awards, (i) Awards corresponding to 229,000 and 54,000 underlying Shares were granted to Mr. Chen Xingang (陳心剛) and Ms. Xu Xuemei (許雪梅), respectively, each of whom is a connected person of the Company, and (ii) the remaining Awards corresponding to 3,050,000 underlying Shares were granted to 57 employees, each of whom is an Independent Third Party.

Lock-up Period

A Grantee shall not, within five years from the date on which such Grantee acquires the partnership interests ("**Lock-up Period**"), sell, transfer or otherwise dispose of the Awards in any manner. In the event that the Company's Shares are [REDACTED] on any stock exchange prior to the expiration of the Lock-up Period, a Grantee may transfer the Awards with reference to the prevailing [REDACTED] of the underlying Shares. In the absence of such [REDACTED], a Grantee may, upon the expiration of the Lock-up Period, dispose of the Awards at a price determined in accordance with a predetermined formula.

Disclaimers

(a) None of the Directors nor any of the experts referred to in "Qualifications of Experts" below has any direct or indirect interest in the promotion of, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group;

(b) Save in connection with the [REDACTED], none of the Directors nor any of the experts referred to "Qualifications of Experts" below is (i) materially interested in any contract or arrangement subsisting at the date of this document which is interested legally or beneficially in any shares in any member of the Group; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and

(c) None of the Directors or their respective close associates or the Shareholders who to the knowledge of the Directors are interested in more than 5% of our issued share capital has any interest in our top five customers or suppliers during the Track Record Period.

OTHER INFORMATION

Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, no member of the Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and so far as the Directors are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of the Group.

Sole Sponsor

The Sole Sponsor will receive an aggregate fee of HK$5.0 million to act as the sponsor to our Company in connection with the [REDACTED].

Preliminary Expense

Our Company did not incur any material preliminary expense.

Promoters

The promoters of our Company are all then 3 shareholders of our Company as of June 1, 2022 before our conversion into a joint stock company with limited liability. 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 promoters in connection with the [REDACTED] or the related transactions described in this document.

Qualifications of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

Name	Qualification
China Securities (International) Corporate Finance Company Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Allbright Law Offices	Qualified legal advisor as to PRC law
Frost & Sullivan	Independent Industry Consultant
Savills Valuation and Professional Services (China) Limited	Property valuer

Consents of Experts

Each of the experts referred to in "Qualification of Experts" above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its reports, letters or opinions (as the case may be) and the references to its name included herein in the form and context in which they are included.

Taxation of Holders of H Shares

The [REDACTED] of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see "Appendix III — Taxation and Foreign Exchange".

Binding Effect

This document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance as far as applicable.

Bilingual Document

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided by Section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

Save as disclosed in this document, within the two years immediately preceding the date of this document:

(a) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partially paid other than in cash or otherwise;

(b) no share or loan capital of our Company or any of its subsidiary is under option or is agreed conditionally or unconditionally to be put under option;

(c) our Company or any of its subsidiary has not issued nor agreed to issue any founder or management or deferred shares;

(d) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(e) there are no arrangements under which future dividends are waived or agreed to be waived;

(f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this document;

(h) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to deal in on any stock exchange other than the Stock Exchange is being or is proposed to be sought;

(i) our Company has no outstanding convertible debt securities or debentures;

(j) our Company is a joint stock limited company and is subject to the PRC Company Law; and

(k) the English text of this document shall prevail over its respective Chinese text.