OVERVIEW

Prior to the [**REDACTED**], our Group has entered into certain transactions with parties who will, upon the [**REDACTED**], become connected persons of the Company. We will continue to engage in certain connected transactions after the [**REDACTED**]. Details of such one-off connected transactions and continuing connected transactions of the Company under Chapter 14A of the Listing Rules upon [**REDACTED**] are set out below.

RELEVANT CONNECTED PERSONS

The table below sets forth the parties who will become our connected persons upon [**REDACTED**] and the nature of its relationship with our Company:

Connected Persons	Connected Relationship
Aier Investment and its subsidiaries (excluding our Group, the "**Aier Investment Group**")	As of the Latest Practicable Date, Aier Investment is a Controlling Shareholder of our Company. Therefore, subsidiaries of Aier Investment (excluding our Group) will become our connected persons upon completion of the [**REDACTED**].

ONE-OFF CONNECTED TRANSACTIONS

Property Leasing Agreements

We have entered into and expect to continue to enter into property leasing agreements with certain entities in Aier Investment Group (the "**Property Leasing Agreements**"), namely: (i) Shenzhen Liangjing Investment Co., Ltd. (深圳亮晶投資有限公司); (ii) Ningbo Liangjing Medical Management Co., Ltd. (寧波亮晶醫療管理有限公司); (iii) Hunan Aier Oriental Eye Valley Industrial Investment Co., Ltd. (湖南愛爾東方眼谷產業投資有限公司); (iv) Shanghai Liangjing Medical Investment Management Co., Ltd. (上海亮晶醫療投資管理有限公司); (v) Wuhan Jinxing Investment Management Co., Ltd. (武漢金興投資管理有限公司); (vi) Wuzhou Liangjing Investment Co., Ltd. (梧州市亮晶投資有限公司); (vii) Wuhan Yangtze River Insurance Holdings Co., Ltd. (武漢長江保資控股有限公司); and (viii) Beijing Liangshi Hospital Management and Development Co., Ltd. (北京亮視醫院管理發展有限公司), pursuant to which our Group rent office premises of approximately 152,582.29 sq.m. in aggregate from the aforementioned entities in the Aier Investment Group with a term from approximately three years to nine years and pay rental fees thereto.

The Property Leasing Agreements were entered into: (i) in the ordinary and usual course of business of our Group; (ii) on arm's length basis, and (iii) on normal commercial terms with the rent being determined with reference to the prevailing market rates for comparable properties in the same area and the size of the leased premises.

The net book value of the leased properties, being the present value of the lease payments recognized by our Group in relation to the Property Leasing Agreements in aggregate according to IFRS16 as of December 31, 2025 amounted to RMB345.1 million. As of December 31, 2023, 2024 and 2025, the value of right-of-use assets we recognized on our balance sheet arising from the Property Leasing Agreements was RMB247.3 million, RMB287.0 million, and RMB 235.9 million, respectively.

Reasons and Benefits of the Transaction

During the Track Record Period, we have been leasing the relevant properties from Aier Investment Group. Continuing to lease the relevant properties from Aier Investment Group is commercially advantageous, as it eliminates the costs and time associated with identifying new premises and engaging in protracted lease negotiations with third party property owners. In addition, any relocation of facilities or change of the current arrangements under the existing Property Leasing Agreements would risk disrupting our business operations and give rise to additional relocation costs. Accordingly, continuing to lease from Aier Investment Group is both cost-efficient and conducive to the smooth conduct of our operations. In light of the foregoing, our Directors are of the view that such arrangements are fair and reasonable and in the best interests of our Group and our Shareholders as a whole.

Notwithstanding the above, such arrangements under the Property Leasing Agreements do not affect our operational independence. For further details, see "Relationship with Our Controlling Shareholders — Operational Independence — Leasing properties from the Aier Investment Group".

Listing Rules Implications

IFRS 16 (Leases) (which became effective from January 1, 2019) requires a lessee to recognize assets and liabilities for lease with a term of more than 12 months. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments in future. In accordance with IFRS 16, our Group recognized a right-of-use asset on the statement of financial position in connection with the Property Leasing Agreements. Therefore, the leases under the Property Leasing Agreements are regarded as an acquisition of a capital asset of our Group and a one-off connected transaction entered into by our Group prior to the [**REDACTED**], rather than a continuing connected transaction, for the purposes of the Listing Rules. Accordingly, the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules will not be applicable.

CONTINUING CONNECTED TRANSACTIONS

The following table sets forth a summary of our continuing connected transactions upon [**REDACTED**]:

Transaction	Applicable Listing Rules	Waivers sought	Proposed annual caps for the year ending December 31, 2026	2027	2028
Partially exempt continuing connected transactions					
Property Management Services Framework Agreement	14A.34 to 14A.36, 14A.49, 14A.51 to 14A.59 and 14A.76(2) and 14A. 105	Waiver from announcement requirements	RMB46.34 million	RMB64.44 million	RMB73.16 million
Consumables and Equipment Procurement Framework Agreement	14A.34 to 14A.36, 14A.49, 14A.51 to 14A.59 and 14A.76(2) and 14A. 105	Waiver from announcement requirements	RMB88.01 million	RMB110.01 million	RMB133.01 million

PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Property Management Services Framework Agreement

On [●], our Company, for itself and on behalf of its subsidiaries, entered into a property management services framework agreement with Aier Investment Group (the "**Property Management Services Framework Agreement**"), pursuant to which Aier Investment Group agreed to provide to our Group property management services, including among others maintenance, inspection and management of common areas, cleaning services, third-party construction management, provision of digital technologic services, and safety management (the "**Property Management Services**"). The Property Management Services Framework Agreement will commence on [●] and continue until [●] (both day inclusive), subject to renewal upon the mutual consent of both parties and compliance with the requirements of the Listing Rules and applicable laws and regulations. Aier Investment Group will enter into separate underlying agreements with our Company or relevant subsidiaries which will set out the specific terms and conditions according to the principles provided in the Property Management Services Framework Agreement.

Reasons for and benefits of the transaction

As we have a long-term and stable business cooperation with Aier Investment Group, who typically has a deeper understanding of the Group's property assets, operational needs and management standards, and is therefore able to provide more tailored service solutions. Furthermore, centralizing the procurement of property management services through these related parties enables the Group to achieve greater operational efficiency and consistency in service quality across its medical center network. These related parties are able to coordinate property management resources across multiple locations, respond promptly to the Group's evolving operational requirements, and maintain uniform service standards that align with the Group's overall brand image and patient experience objectives.

Pricing Policy

The fees to be charged under the Property Management Services Framework Agreement shall be determined on normal commercial terms after arm's length negotiations between the relevant parties and with reference to a number of factors, including but not limited: (i) the size, location and quality of the relevant property; (ii) the prevailing market property management services fees offered by third party property management service providers for comparable property in similar location or of similar type, size and/or quality; and (iii) the scope of services to be provided.

Historical Amounts

The total amounts of property management service fees paid to the relevant entities in Aier Investment Group that will continue transactions with our Group were approximately nil, RMB2.79 million and RMB7.58 million for the years ended December 31, 2023, 2024 and 2025, respectively.

Annual Caps

The expected maximum amounts of service fees payable annually to Aier Investment Group under the Property Management Services Framework Agreement for the three years ending December 31, 2026, 2027 and 2028 shall not exceed RMB46.34 million, RMB64.44 million, and RMB73.16 million, respectively.

Basis of Annual Caps

The proposed annual caps for the transactions contemplated under the Property Management Services Framework Agreement are determined based on the following factors:

(i) Hunan Ailv Zhihui Technology Co., Ltd. (湖南愛綠智薈科技有限公司) ("**Ailv Zhihui**"), is a non-wholly-owned subsidiary of Aier Investment, which provides property management services to the Group. Ailv Zhihui, owned as to 50% by Aier Investment and 50% by Greentown Service Group Co., Ltd. ("**Greentown**"), typically has a deeper understanding of the Group's property assets, operational needs and management standards, and is therefore able to provide more tailored service solutions. In addition, Greentown, a leading high-end residential property management service provider, has extensive experience and well-established systems. By leveraging Greentown's industry resources, Ailv Zhihui is able to directly adopt Greentown's professional service standards, standardized management processes and systematic talent development programs, enabling the Company to benefit from industry-leading property services with lower prices. In light of the foregoing advantages, the Board considers that it is in the best interest of the Company and its shareholders to further expand its cooperation with Ailv Zhihui in the provision of property management services;

(ii) in addition to existing properties under management, our Group's business development plan contemplates the leasing or acquisition of additional properties during the term of the Property Management Services Framework Agreement. These include new office premises, commercial facilities, and other operational sites across different locations to support the Group's expansion. The total GFA of properties requiring management services is expected to increase correspondingly, resulting in incremental demand for property management services including but not limited to security, cleaning, maintenance, landscaping, and common area management. The scope and scale of these additional properties are expected to significantly drive future transaction volumes;

(iii) as our Group's business grows in scale and complexity, progressively higher standards of property management services are required to meet evolving regulatory requirements, tenant expectations, and the Group's own operational needs. Each new property addition or facility upgrade typically requires enhanced service configurations, including upgraded security and surveillance systems, improved environmental maintenance standards, smart building management systems, and more comprehensive community services. These recurring and escalating service requirements are expected to generate sustained growth in demand for property management services and result in higher operational costs to be incurred by Aier Investment Group, including increased staffing levels, rising wage levels in the market, and additional investment in equipment and technology; and

(iv) the broader property management industry is experiencing upward cost pressures driven by inflationary factors, rising labor costs, and increasing regulatory compliance requirements. These industry dynamics, together with changes in market conditions, and other unforeseen factors, support a structurally increasing cost profile for property management services.

Listing Rules Implications

As all of the applicable percentage ratios in respect of the transaction under the Property Management Services Framework Agreement are expected to exceed HK$3,000,000 but be less than 5% on an annual basis, such transactions will, upon the [**REDACTED**], be subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Consumables and Equipment Procurement Framework Agreement

On [●], our Company, for itself and on behalf of its subsidiaries, entered into a consumables procurement framework agreement with Aier Investment for itself and on behalf of its subsidiaries (the "**Consumables and Equipment Procurement Framework Agreement**"), pursuant to which the Aier

Investment Group agree to provide consumables and equipment to the Group. The initial term of the Consumables and Equipment Procurement Framework Agreement will commence on [**REDACTED**] and continue until [**REDACTED**] (both day inclusive), subject to renewal upon the mutual consent of both parties and compliance with the requirements of the Listing Rules and applicable laws and regulations. Both parties or their respective subsidiaries will enter into separate underlying agreements which will set out the specific terms and conditions according to the principles provided in the Consumables and Equipment Procurement Framework Agreement.

Reasons for and benefits of the transaction

First, the pricing offered by the Aier Investment Group is fair and reasonable. The Group has established a comprehensive internal procurement evaluation mechanism, under which the prices of equipment and consumables offered by the Aier Investment Group are regularly benchmarked against prevailing market prices quoted by independent third-party suppliers for products of comparable specifications and quality.

Second, the Aier Investment Group are able to provide stable and reliable supply of equipment and consumables to the Group. Given the nature of the Group's business as a large-scale ophthalmic healthcare service provider operating an extensive medical center network, uninterrupted and timely supply of medical equipment and consumables is critical to maintaining the continuity of clinical operations and the quality of patient care. The Aier Investment Group, through years of cooperation with the Group, have developed a thorough understanding of the Group's procurement patterns, inventory cycles and logistical requirements across its nationwide medical center network. This familiarity enables them to plan and allocate supply resources in advance, maintain sufficient inventory levels to meet the Group's ongoing needs, and respond promptly to fluctuations in demand, thereby significantly reducing the risk of supply shortages or delays that could disrupt the Group's day-to-day operations.

In addition, since certain entities have a close collaboration with universities, the Aier Investment Group are also able to offer high-end and innovative products that cater to certain specialized ophthalmic clinical scenarios. These products complement the Group's standard procurement and provide additional options for particular treatment areas, contributing to the overall breadth of the Group's clinical service offerings.

Pricing Policy

The prices to be charged for the Consumables and Equipment Procurement Framework Agreement will be determined after arm's length negotiations with reference to, where applicable, (i) the prevailing market price of similar consumables and equipment; and (ii) terms and prices quoted by other independent suppliers for procurement of raw materials and other consumables and equipment.

Historical Amounts

The total amounts incurred by our Group paid to the relevant entities in Aier Investment Group that will continue transactions with our Group under the Consumables and Equipment Procurement Framework Agreement were approximately RMB0.29 million, RMB2.06 million and RMB9.71 million for the years ended December 31, 2023, 2024 and 2025, respectively.

Annual Caps

The expected maximum amounts payable by our Group to Aier Investment Group annually under the Consumables and Equipment Procurement Framework Agreement for the three years ending December 31, 2026, 2027 and 2028 shall not exceed RMB88.01 million, RMB110.01 million and RMB133.01 million, respectively.

Basis of Annual Caps

The proposed annual caps for the transactions contemplated under the Consumables and Equipment Procurement Framework Agreement are determined based on the following factors:

(i) to continuously enhance our ophthalmic diagnostic and treatment capabilities, we intend to increase our procurement of ophthalmic medical devices equipped with cutting-edge technologies, including refraction examination equipment, fundus examination equipment, intraocular pressure measurement devices, and other essential diagnostic and therapeutic instruments. Hunan Jiuchen Intelligent Medical Equipment Co., Ltd., a subsidiary of Aier Investment, possesses a proprietary technology platform and demonstrates strong research, development, and manufacturing capabilities in the field of ophthalmic medical devices. Procuring from Jiuchen not only ensures a stable supply but also provides access to high-quality after-sales services and ongoing technical support. Accordingly, this category of procurement is expected to experience relatively rapid growth over the next three years;

(ii) as our Group's hospital operations grow in scale and complexity, progressively higher clinical standards and regulatory requirements necessitate the adoption of more advanced medical equipment and higher-quality consumables. Each facility upgrade or service enhancement typically requires the procurement of newer-generation diagnostic devices, surgical instruments, patient monitoring systems, and corresponding consumables that meet updated industry standards. These recurring and escalating procurement requirements are expected to generate sustained growth in demand for consumables and equipment and result in higher unit costs due to technological upgrades and enhanced product specifications; and

(iii) the broader healthcare consumables and equipment market is experiencing upward cost pressures driven by inflationary factors, rising raw material costs, supply chain adjustments, and increasingly stringent regulatory compliance requirements for medical products. These industry dynamics, together with potential adjustments to government healthcare policies, changes in market conditions, and other unforeseen factors, support a structurally increasing cost profile for consumables and equipment procurement. The Directors consider it prudent to incorporate a reasonable buffer in the proposed annual caps to accommodate such factors and to ensure that the annual caps are sufficient to cover the Group's operational needs without requiring frequent revision.

Listing Rules Implications

As all of the applicable percentage ratios in respect of the transaction under the Consumables and Equipment Procurement Framework Agreement are expected to be less than 5% but exceed HK$3,000,000 on an annual basis, such transactions will, upon the [**REDACTED**], be subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

WAIVER APPLICATION FOR PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

By virtue of Rule 14A.76(2) of the Listing Rules, each of the transactions under the sub-section "Continuing Connected Transactions — Partially Exempt Continuing Connected Transactions" will constitute connected transactions which are subject to reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules. As the above partially exempt continuing connected transactions are expected to continue on a recurring and continuing basis, our Directors consider that compliance with the above announcement requirement would be impractical, would add unnecessary administrative costs to us and would be unduly burdensome to us. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], subject to the condition that the value of the annual transactions shall not exceed their respective estimated annual caps as stated above, a waiver to us under Rule 14A.105 of the Listing Rules from strict compliance with the announcement requirement in respect of the above partially exempt continuing connected transactions.

In addition, we confirm that we will comply with the applicable requirements under the Listing Rules in relation to these partially exempt continuing connected transactions and will immediately inform the Stock Exchange if any of the proposed annual caps set out above is exceeded, or when there is a material change in terms of these transactions.

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, our Group will take immediate steps to ensure compliance with such new requirements within a reasonable time.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including independent non-executive Directors) are of the view that (i) the continuing connected transactions set out above have been and will be entered into in the ordinary and usual course of our business on normal commercial terms or better which are fair and reasonable and in the interests of our Group and our Shareholders as a whole; (ii) the proposed monetary annual caps in respect of the partially exempt continuing connected transactions are fair and reasonable and in the interests of our Group and our Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

The Sole Sponsor has (i) reviewed the relevant documents and information provided by the Company in relation to the above partially exempt continuing connected transactions; (ii) obtained necessary representations and confirmations from the Company and the Directors, and (iii) made reasonable enquiries in relation to the above partially-exempt continuing connected transactions.

Having considered the above, the Sole Sponsor is of the view that the partially exempt continuing connected transactions described above have been and will continue to be carried out in the ordinary and usual course of business of the Group, on normal commercial terms or better, and is fair and reasonable and in the interests of the Group and the Shareholders as a whole, and that the proposed annual caps for these transactions referred to in "Continuing Connected Transactions — Partially Exempt Continuing Connected Transactions" in this section are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INTERNAL CONTROL MEASURES TO SAFEGUARD SHAREHOLDERS' INTERESTS

To ensure that our continuing connected transactions are conducted in compliance with applicable rules, regulations and on normal commercial terms, and to safeguard the interests of all our Shareholders, including minority Shareholders, our Group has adopted a comprehensive framework of internal control policies and procedures. These measures are designed to ensure that such transactions are fair, reasonable, and in the ordinary and usual course of business of the Group. Key internal control measures include the following:

(i) our Group has formulated internal guideline for connected transactions based on the applicable requirements under the Listing Rules, which (a) clearly defines what constitutes a connected transaction and the applicable thresholds for reporting, announcement, and independent Shareholders' approval; (b) clarifies the roles and responsibilities of each functional department in identifying, reviewing, and approving connected transactions; and (c) requires ongoing monitoring and documentation of continuing connected transactions to ensure they remain within approved annual caps;

(ii) to ensure that the pricing and terms offered by/to our connected persons are fair, reasonable and comparable with those offered to/by Independent Third Parties, our Group will implement the following measures: (a) before engaging in any connected transactions, the relevant business units will conduct regular benchmarking exercises against prevailing market prices and commercial terms; (b) the terms offered to/by our connected persons will be reviewed in comparison with those quotations offered to/by Independent Third Parties to ensure that such terms are comparable and consistent with normal commercial terms;

(iii) the Audit Committee is expected to play a vital role in overseeing the connected transactions. For example, it will conduct periodic review of the connected transactions, including the actual transaction amounts, terms, and compliance with the estimated annual caps that have been previously disclosed;

(iv) in accordance with the Listing Rules, our external auditors will conduct an annual review of the continuing connected transactions, in particular, they will verify that the actual transaction amounts fall within the estimated annual caps that have been previously disclosed; and

(v) we will regularly organize training sessions for relevant personnel to enhance their awareness and understanding of the rules and internal policies governing connected transactions and internal control procedures. This will ensure that decision-makers remain vigilant and fully informed of their compliance responsibilities.