

CONNECTED TRANSACTIONS

Upon [REDACTED], transactions between us and our connected persons will constitute our connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

We have entered into certain transactions in the ordinary and normal course of our business with the following entities expected to constitute our connected persons under Chapter 14A of the Listing Rules upon [REDACTED], which will constitute continuing connected transactions upon the [REDACTED]:

Name of Our Connected Person	Connected Relationship
Dr. DING	Our executive Director
Hangzhou Astrocyte Technology Co., Ltd. (杭州星源未來 科技有限公司) (formerly known as Hangzhou Repugene Technology Co., Ltd. (杭州瑞普基因科技有限公司)) (“Hangzhou Astrocyte”)	As of the Latest Practicable Date, Dr. DING owned approximately 52.37% of the total issued share capital of Hangzhou Astrocyte. Therefore, Hangzhou Astrocyte is an associate of Dr. DING and a connected person under Rule 14A.07 of the Listing Rules upon completion of the [REDACTED].
Zhejiang Belight Agricultural Development Co., Ltd. (浙江 貝萊特農業開發有限公司) (“Belight Agricultural”) . . .	As of the Latest Practicable Date, Dr. DING held approximately 85.96% of the total issued share capital of Belight Agricultural. Therefore, Belight Agricultural is an associate of Dr. DING and a connected person under Rule 14A.07 of the Listing Rules upon completion of the [REDACTED].
Zhejiang Belight Holding Group Co., Ltd. (浙江貝萊特控 股集團有限公司) (“Belight Holding”)	As of the Latest Practicable Date, Dr. DING held 99% of the total issued share capital of Belight Holding. Therefore, Belight Holding is an associate of Dr. DING and a connected person under Rule 14A.07 of the Listing Rules upon completion of the [REDACTED].

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

Transactions	Applicable Listing Rules	Waiver Sought	Proposed annual cap for the fiscal year ending December 31, 2026 (RMB in millions)
Partially-exempt continuing connected transaction			
1. Supply of goods from Belight Agricultural to the Group	14A.76(2)(a) and 14A.105	Announcement requirement under Chapter 14A of the Listing Rules	14.0
Non-exempt continuing connected transaction			
2. Provision of genetic testing and bioinformatics big data analysis services from Hangzhou Astrocyte to the Group	14A.34, 14A.35, 14A.36, 14A.49, 14A.52 to 59 and 14A.71	Requirements as to announcement, circular, independent shareholders’ approval, terms not exceeding three years and annual caps under Chapter 14A of the Listing Rules	35.0
3. Provision of comprehensive services from Belight Holding to the Group	14A.34, 14A.35, 14A.36, 14A.49, 14A.52 to 59 and 14A.71	Requirements as to announcement, circular, independent shareholders’ approval, terms not exceeding three years and annual caps under Chapter 14A of the Listing Rules	24.0
4. Provision of marketing promotion services from the Group to Hangzhou Astrocyte.	14A.34, 14A.35, 14A.36, 14A.49, 14A.52 to 59 and 14A.71	Requirements as to announcement, circular, independent shareholders’ approval, terms not exceeding three years and annual caps under Chapter 14A of the Listing Rules	30.0
Fully-exempt continuing connected transaction			
5. Lease of property from Dr. DING to the Group	14A.52 and 14A.76(1)(a)	N/A	N/A

CONNECTED TRANSACTIONS

CONTINUING CONNECTED TRANSACTIONS

Partially-Exempt Continuing Connected Transactions

1. *Supply of Goods from Belight Agricultural to the Group*

Description of the Transaction

On February 9, 2026, our Company, for itself and on behalf of its subsidiaries, entered into a procurement agreement with Belight Agricultural, for itself and on behalf of its subsidiaries, (the “**Procurement Framework Agreement**”), pursuant to which our Group agreed to procure agricultural products including but not limited to rice, tea, fruits, vegetables, customized gift boxes and related goods (the “**Products**”) from Belight Agricultural used for company cafeteria and employee benefits. The term of the Procurement Framework Agreement commences on the date of the agreement and will end on December 31, 2026. The Procurement Framework Agreement may be renewed upon mutual consent, subject to compliance with Chapter 14A of the Listing Rules and other applicable laws and regulations.

Under the Procurement Framework Agreement, Belight Agricultural will enter into specific supply orders with our Group to set out detailed terms and conditions for each procurement transaction. The consideration payable by our Group will be settled in accordance with the payment terms specified in the relevant supply orders.

Reasons for the Transaction

Belight Agricultural supplies the Products to our Group in the ordinary course of business. The arrangement allows us to secure high-quality goods and products with reliable delivery schedules, supporting our operational needs, daily consumption and employee benefit at reasonable price. While Belight Agricultural is a key supplier, our Group maintains relationships with multiple independent vendors and intend to maintain such diversified sourcing approach going forward.

Pricing Policy

The fees charged by Belight Agricultural to our Group for the Products supplied under the Procurement Framework Agreement are determined based on the composite unit price multiplied by the relevant procurement quantity. The composite unit price for the Products encompasses all costs payable by us in connection with the purchase of the products, including but not limited to the costs of goods, transportation charges, management fees, service fees, applicable taxes, and any other related expenses. Our Group will regularly review the pricing terms to ensure that the prices paid to Belight Agricultural are on normal commercial terms and no more favorable than those offered to independent third parties.

Historical Amounts and Basis of Annual Caps

For the years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026, the aggregate transaction amounts under the Procurement Framework Agreement were approximately RMB10.6 million, RMB10.4 million, RMB5.6 million and RMB7.6 million, respectively. The decrease in the historical transaction amounts for the year ended December 31, 2025 compared with 2024 was due to the allocation of certain procurement orders to other qualified suppliers as well as differences in the settlement timing of individual transactions.

For the year ending December 31, 2026, the proposed annual cap for the annual transaction amount to be paid by us to Belight Agricultural under the Procurement Framework Agreement will be RMB14.0 million. In determining the annual caps, our Directors have considered: (i) the historical transaction amounts between our Group and Belight Agricultural during the Track Record Period; and (ii) the anticipated increase in our demand for the Products, resulting from the increase in the numbers of the Group’s employees. As at June 30, 2026, the Group had 1,828 employees, which was more than 1,785 as at December 31, 2025.

CONNECTED TRANSACTIONS

Listing Rules Implications

As the highest applicable percentage ratio for the transactions under the Procurement Framework Agreement is expected to exceed 0.1% but remain below 5% on an annual basis, such transactions will, upon [REDACTED], constitute continuing connected transactions exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules but subject to the annual reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules.

Non-exempt Continuing Connected Transactions

1. Provision of Genetic Testing and Bioinformatics Big Data Analysis Services from Hangzhou Astrocyte to the Group

Description of the Transaction

On February 6, 2026, our Company, for itself and on behalf of its subsidiaries, entered into a precision medical cooperation agreement (the “**Precision Medical Cooperation Framework Agreement**”) with Hangzhou Astrocyte, pursuant to which Hangzhou Astrocyte agreed to provide our Group with precision medical services, including but not limited to genetic testing and analysis services, big data analytics, and development of testing reagent kits (collectively, “**Precision Medical Services**”). The genetic testing and analysis services uses gene sequencing and data analytics technologies to deduct and interpret genetic data for clinical and research applications and support informed medical and research decisions. Based on gene sequencing and artificial intelligence technologies, the big data analytics services supports clinical genetic testing and drug discovery by enabling efficient interpretation of genomic data, facilitating personalized treatment decisions, and accelerating the identification and validation of novel therapeutic targets. The term of the Precision Medical Cooperation Framework Agreement commences on the date of the agreement and will end on December 31, 2026. The Precision Medical Cooperation Framework Agreement may be renewed upon mutual consent, subject to compliance with Chapter 14A of the Listing Rules and other applicable laws and regulations.

Under the Precision Medical Cooperation Framework Agreement, Hangzhou Astrocyte will enter into specific service agreements or accept service orders from the Group to set out detailed terms and conditions for each service engagement. The consideration payable by the Group will be settled in accordance with the payment terms specified in the relevant service agreements or orders.

Reasons for the Transaction

Hangzhou Astrocyte provides Precision Medical Services to our Group in the ordinary course of business, leveraging its advanced genomic testing capabilities and proprietary data analytics. The collaboration has contributed to our Group’s clinical research and product development in oncology, and aligns with our strategic emphasis on personalized medicine. While our Group has maintained a longstanding business relationship with Hangzhou Astrocyte, we maintain communications with multiple independent service providers and intend to launch diversified sourcing approach going forward.

Pricing Policy

The service fees payable under the Precision Medical Cooperation Framework Agreement is determined based on the following pricing policies:

- (i) genetic testing and analysis services: the unit price of each testing item, multiplied by the estimated number of testing samples. The unit price will be determined based on arm’s length negotiations with reference to the scope of testing, design and requirements of the testing plan, prevailing market rates, and development costs associated with customized analyses tailored to meet our Group’s standards and expectations;

CONNECTED TRANSACTIONS

- (ii) big data analytics services: the fees of the big data analytics services will be determined based on arm’s length negotiations with reference to the development cost of customized data analysis solutions considering factors such as data acquisition and preprocessing, algorithm design and implementation, and ongoing support and maintenance; and
- (iii) development of testing reagent kits: the fees of developing testing reagent kits will be determined based on arm’s length negotiations with reference to the design and development costs associated with each specific project related to the respective testing reagent kits, including research and development, material procurement, and compliance with regulatory standards.

The Group will regularly review the pricing terms to ensure that the fees paid to Hangzhou Astrocyte are on normal commercial terms and no more favorable than those offered to independent third parties.

Historical Amounts and Basis of Annual Caps

For the years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026, the aggregate transaction amounts under the Precision Medical Cooperation Framework Agreement were approximately RMB7.1 million, RMB29.2 million, RMB5.9 million and RMB15.6 million, respectively. Details of the historical amounts of each services provided under the Precision Medical Cooperation Framework Agreement are set as follows:

	Year ending December 31,			Six months ending June 30,
	2023	2024	2025	2026
	(RMB)	(RMB)	(RMB)	(RMB)
Genetic testing and analysis services	7,065,600	4,685,100	5,853,058	3,696,591
Big data analytics services . .	–	9,500,000	–	7,070,000
Development of testing reagent kits	–	15,000,000	–	4,877,877
Total	7,065,000	29,185,100	5,853,058	15,644,468

The fluctuations in the historical transaction amounts during the Track Record Period were due to delays in sample collection schedules in 2023, which were attributable to varying progress across different R&D projects for clinical-stage pipeline products of our Group. Certain samples were tested later than scheduled, with a few even carried over into the following year. Consequently, the recognition of the associated testing fees was accounted for in 2024, driving transaction amounts to peak during the Track Record Period. The transaction amount subsequently decreased to approximately RMB5.9 million in 2025, which primarily reflected a natural normalization in testing activities and fee recognition following the peak 2024.

Pursuant to the Precision Medical Cooperation Framework Agreement, it is proposed that the annual caps for the transactions contemplated thereunder for the year ending December 31, 2026 are expected not to exceed as follows:

	Year ending December 31, 2026
	(RMB)
Genetic testing and analysis services	15,000,000
Big data analytics services	15,000,000
Development of testing reagent kits	5,000,000
Total	35,000,000

CONNECTED TRANSACTIONS

In determining the annual caps, our Directors have considered:

- (i) the historical transaction amounts between our Group and Hangzhou Astrocyte during the Track Record Period, which exhibited a fluctuating trend due to project-specific demand and scheduling;
- (ii) the anticipated demand for Precision Medical Services from Hangzhou Astrocyte, resulting from the expected expansion in the scope of certain clinical research and diagnostic initiatives primarily comprising:
 - (a) in terms of genetic testing and analysis services, the expected projects in 2025 and 2026 including, among others, drug candidates targeting RAS/KRAS pathway, the Phase I/II clinical trial of MCLA-129’s monotherapy in advanced solid tumor, the Phase I/II clinical trial of MCLA-129 in combination with ensartinib, the Phase II clinical trial of MCLA-129 in patients with advanced NSCLC harboring driver gene mutations and MET amplification and/or MET overexpression, the dose escalation study of CFT8919, and the investigator-initiated trials and exploratory studies involving icotinib, ensartinib and befotertinib. For details, see “Future Plans and Use of [REDACTED];”
 - (b) in terms of big data analytics services, the planned projects relating to the entire process of AI-assisted drug discovery and research, including target identification, target validation, hit compound identification, lead compound generation, lead optimization, preclinical candidate nomination, and druggability assessment; and
 - (c) in terms of development of testing reagent kits, the development and outsourced manufacturing services of a human EGFR gene mutation detection kit.

2. *Provision of Comprehensive Services from Belight Holding to the Group*

Description of the Transaction

On February 9, 2026, our Company, for itself and on behalf of its subsidiaries, entered into a comprehensive services framework agreement (the “**Comprehensive Services Framework Agreement**”) with Belight Holding, for itself and on behalf of its subsidiaries, pursuant to which Belight Holding agreed to provide our Group with services including but not limited to property management services, event planning services, and hotel services. The term of the Comprehensive Services Framework Agreement commences on the date of the agreement and will end on December 31, 2026. The agreement may be renewed upon mutual consent, subject to compliance with Chapter 14A of the Listing Rules and other applicable laws and regulations.

Under the Comprehensive Services Framework Agreement, Belight Holding will enter into specific service agreements or accept service orders from the Group to set out detailed terms and conditions for each service engagement. The consideration payable by the Group will be settled in accordance with the payment terms specified in the relevant service agreements or orders.

Reasons for the Transaction

Belight Holding possesses extensive experience and a proven track record in organizing high-profile corporate events, which enables the Group to streamline event execution and ensure consistent quality. Leveraging Belight Holding’s familiarity with the Group’s branding, corporate culture, and operational requirements facilitates better alignment of event objectives with strategic goals. During the Track Record Period, Belight Holding provided property management services for the Company’s headquarters campus (which commenced operation in 2018) and the second phase of Betta Dream Works (which commenced operation in 2025), ensuring the proper maintenance and daily operation of office facilities. In addition, it provided hotel and conferences services to support the routine promotion of the Company’s products, including academic promotion activities and meetings for products such as icotinib (Conmana®/凯美纳®) and ensartinib (Ensacove®/贝美纳®). With the launch of new products, we expect the frequency and scale of related promotional activities and conferences to

CONNECTED TRANSACTIONS

increase. While Belight Holding’s services are valuable to our Group, we maintain relationships with multiple independent service providers and intend to maintain such diversified sourcing approach going forward.

Pricing Policy

The service fees payable under the Comprehensive Services Framework Agreement will be determined based on the following pricing policies:

- (i) property management services: the property management service fee shall be the multiple of the area of the relevant property (in sq.m.) and the property management fee per sq.m of each of the relevant property. The property management fee per sq.m. for each property project shall be determined based on reasonable costs of Belight Holding, mainly comprising labor costs with reference to the size of the relevant property projects and other costs such as utility expenses, subcontracting costs, maintenance expenses, administrative cost, and fee for ancillary services;
- (ii) event planning services: the price shall be determined through negotiations between Belight Holding and our Group based on the transaction prices in surrounding active markets and the service costs of Belight Holding (including but not limited to labor costs and consumable costs), with reference to (a) the level of fees charged by Belight Holding for other projects in the same region of similar scale, (b) the staff costs, and (c) the cost of corporate meal arrangements and event-based food and beverage offerings; and
- (iii) hotel services: the price for hotel services is determined with reference to prevailing market rates, seasonal fluctuations, location, and operational costs. For standard room rates, our Group will benchmark against comparable hotels in the same geographic area and adjusts pricing based on occupancy levels, booking channels, and promotional campaigns.

The Group will regularly review the pricing terms to ensure that the fees paid to Belight Holding are on normal commercial terms and no more favorable than those offered to independent third parties.

Historical Amounts and Basis of Annual Caps

For the years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026, the aggregate transaction amounts under the Comprehensive Services Framework Agreement were approximately RMB3.6 million, RMB8.4 million, RMB17.8 million and RMB8.2 million, respectively. Details of the historical amounts of each services provided under the Comprehensive Services Framework Agreement are set as follows:

	Year ending December 31,			Six months ending June 30,
	2023	2024	2025	2026
	(RMB)	(RMB)	(RMB)	(RMB)
Property management services	2,907,000	5,829,000	15,291,300	7,649,000
Event planning services	609,300	2,267,300	1,582,400	515,300
Hotel services	80,200	278,300	903,800	34,300
Total	3,596,500	8,374,600	17,777,500	8,198,600

The increase in transaction amounts from 2023 to 2024 was mainly due to the property management services provided by Belight Group for the Company’s second phase of Betta Dream Works starting from December 2024. The second phase of Betta Dream Works commenced operations in early 2025, resulting in a continued increase in transaction amounts during the same year.

CONNECTED TRANSACTIONS

Pursuant to the Comprehensive Services Framework Agreement, it is proposed that the annual caps for the transactions contemplated thereunder for the year ending December 31, 2026 are expected not to exceed as follows:

	Year ending December 31, 2026
	(RMB)
Property management services	17,000,000
Event planning services	5,000,000
Hotel services	2,000,000
Total	<u>24,000,000</u>

In determining the annual caps, our Directors have considered:

- (i) in terms of property management services, the estimated increase in fees payable to Belight Holding for property management services is primarily attributable to the provision of additional services for the second phase of Betta Dream Works, which covers an additional gross floor area of over 290,000 square meters. These services include the repair, maintenance and management of the common areas of the Phase II buildings of Dream Factory, the operation, repair, maintenance and management of shared facilities and equipment, as well as public area environmental sanitation, security, fire safety and other related services;
- (ii) in terms of event planning services and hotel services, the estimated increase in services fees has taken into account (i) the projected volume and scale of corporate events, investor briefings and promotional activities for 2026, with reference to the expected commercialization and promotion plan for our Group’s recently approved products (such as tibremciclib (approved by NMPA in June 2025), trastuzumab injection (approved by NMPA in February 2023), recombinant human albumin injection (rice) (approved by NMPA in July 2025), and pertuzumab injection (approved by NMPA in February 2026)); (ii) the fact that a significant portion of provincial-level events will be located in Hangzhou, making it more efficient for the Group to cooperate with Belight Holding as it is also based in Hangzhou; and (iii) the site area of more than 666,666.67 square meters with two on-site hotels provided by Belight Holding, which can support large-scale and diverse events as well as accommodation demands; and
- (iii) the historical transaction amounts between our Group and Belight Holding during the Track Record Period, which demonstrated an upward trend.

3. *Provision of Marketing Promotion Services from the Group to Hangzhou Astrocyte*

Description of the Transaction

On February 6, 2026, our Company, for itself and on behalf of its subsidiaries, entered into a marketing promotion services agreement with Hangzhou Astrocyte (the “**Marketing Promotion Services Framework Agreement**”), pursuant to which our Group agreed to provide Hangzhou Astrocyte with academic and market promotion services, including the organization of seminars, market research, and strategic consulting to support the commercialization of their products (the “**Marketing Promotion Services**”). The term of the Marketing Promotion Services Framework Agreement commences on the date of the agreement and will end on December 31, 2026. The Marketing Promotion Services Framework Agreement may be renewed upon mutual consent, subject to compliance with Chapter 14A of the Listing Rules and other applicable laws and regulations.

CONNECTED TRANSACTIONS

Under the Marketing Promotion Services Framework Agreement, Hangzhou Astrocyte will enter into specific service orders with our Group to set out detailed terms and conditions for each engagement. The consideration receivable by our Group will be settled in accordance with the payment terms specified in the relevant service orders and quarterly settlement statements.

Reasons for the Transaction

Hangzhou Astrocyte is a precision healthcare company providing comprehensive genetic and genomic testing services, including oncology clinical diagnostics, pathogen metagenomics, health risk assessment and advanced scientific support. The Group is responsible for the promotion of Hangzhou Astrocyte’s oncology-related genetic testing products. Leveraging our industry expertise and network, our Group enhances the visibility and clinical adoption of their products. The arrangement is expected to strengthen their brand positioning and accelerate market penetration. It will also contribute to the Group’s income stream and support the Group’s financial performance.

Pricing Policy

The service fees payable under the Marketing Promotion Services Framework Agreement will be determined based on a commission rate, calculated as a percentage of the proceeds from the sales of the promoted products. The commission rate was determined based on arm’s length negotiations with reference to market rates charged for comparable services. Our Group will regularly review the pricing terms to ensure that the fees paid by Hangzhou Astrocyte are on normal commercial terms and no more favorable than those offered by independent third parties.

Historical Amounts and Basis of Annual Caps

For the years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026 the aggregate transaction amounts under the Marketing Promotion Services Framework Agreement were approximately RMB23.5 million, RMB15.1 million, RMB15.0 million and RMB6.8 million, respectively. The service fee charged by our Group under the Marketing Promotion Services Framework Agreement is on an outcome-based basis. The genetic testing industry in the PRC is highly-competitive and subject to downward pricing pressure during the Track Record Period. As a result, for the years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026, the number of testing projects that was facilitated by the services provided by the Group was 13,256, 8,170, 10,004 and 4,067, driving corresponding fluctuations in the transaction amounts.

For the year ending December 31, 2026, the proposed annual caps are RMB30.0 million. In determining the annual caps, our Directors have considered:

- (i) the historical amounts of the transactions between our Group and Hangzhou Astrocyte during the Track Record Period, which demonstrated a fluctuating trend;
- (ii) forecasted demand for academic and marketing promotion services based on Hangzhou Astrocyte’s marketing and sales plans; and
- (iii) in 2026, Hangzhou Astrocyte has launched additional two breast cancer testing products, leveraging the Group’s breast cancer products including trastuzumab injection, pertuzumab injection and tibremciclib, Hangzhou Astrocyte is expected to reach a broader patient and complete more effective product promotion, and to achieve further expansion of product sales and geographic coverage.

CONNECTED TRANSACTIONS

Listing Rules Implications

As the highest applicable percentage ratio for the transactions under each of the Precision Medical Cooperation Framework Agreement, the Event Planning Services Framework Agreement, and the Marketing Promotion Services Framework Agreement is expected to exceed 5% but remain below 25% on an annual basis. Accordingly, such transactions will, upon [REDACTED], constitute non-exempt continuing connected transactions subject to the reporting, annual review, announcement, and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Fully-exempt Continuing Connected Transaction

Property Leasing to the Group

On January 9, 2025, our Company entered into a property leasing agreement (the “**Property Leasing Agreement**”) with Dr. DING, pursuant to which Dr. DING agreed to lease, and the Group agreed to rent, certain real property for use as employee accommodation. The Property Leasing Agreement has a term of four years, commencing from January 10, 2025 to January 9, 2029, with an annual rental of RMB36,000. The rental was determined after arm’s length negotiations between the parties, having taken into account the prevailing market rent for comparable property in the vicinity.

The leasing arrangement enables the Group to secure premises for internal use at a rental rate that is no less favorable than the prevailing market rate. Our Directors are of the view that the Property Leasing Agreement was entered into on normal commercial terms or better, and that the terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Listing Rules Implications

As required by Rule 14A.52 of the Listing Rules, the period for continuing connected transactions must not exceed three years, except in cases where the nature of the transaction requires the contract to be of a duration longer than three years. Our Directors are of the view that the Property Leasing Agreement was entered into on normal commercial terms or better and believe it is normal business practice and in the interests of us and our Shareholders as a whole for the term of the Property Leasing Agreement exceeding three years, given the favorable rental terms and the stability it provides. For details, see “Directors’ and Sole Sponsor’s Confirmation” in this section below.

Additionally, as the highest applicable percentage ratio in respect of the transaction contemplated under the Property Leasing Agreement will be less than 0.1% on an annual basis under Rule 14A.76(1) of the Listing Rules, such transaction will be fully exempted from the reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

WAIVER APPLICATIONS

In respect of the partially-exempt continuing connected transactions described above, we have applied for, and the Stock Exchange [has] granted us, a waiver from strict compliance with the announcement requirements under the Listing Rules pursuant to Rule 14A.105 of the Listing Rules.

In respect of the non-exempt continuing connected transactions described above, we have applied for, and the Stock Exchange [has] granted us, a waiver from strict compliance with the announcement, circular and independent shareholders’ approval requirements under the Listing Rules pursuant to Rule 14A.105 of the Listing Rules.

DIRECTORS’ AND SOLE SPONSOR’S CONFIRMATION

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

CONNECTED TRANSACTIONS

Further, our Directors are of the view that it is in the interests of us and our Shareholders as a whole for the term of the Property Leasing Agreement to be longer than three years given (i) the benefit of securing favorable rental terms over a longer period; (ii) the certainty and uninterrupted use of the premises and (iii) the avoidance of unnecessary time, cost, and administrative burden associated with relocating and sourcing alternative accommodation. Based on the aforementioned, the Sole Sponsor agrees with the Directors’ view and concurs that it is in the interests of the Company and its Shareholders as a whole for the term of the Property Leasing Agreement to be longer than three years.

Based on the documentation, information and data provided by the Company and participation in the due diligence with the Company, the Sole Sponsor is of the view that: (i) the aforesaid continuing connected transactions for which waivers have been sought have been and will be entered into in the ordinary and usual course of business of the Company on normal commercial terms or better, that are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole; (ii) the proposed annual caps of the foregoing continuing connected transactions under the Procurement Framework Agreement, the Precision Medical Cooperation Framework Agreement, the Comprehensive Services Framework Agreement and the Marketing Promotion Services Framework Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and (iii) it is normal business practice for the Property Leasing Agreement to be of a term longer than three years.