

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OVERVIEW

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on August 20, 2014. As part of the Reorganization, our Company became the holding company of our Group for the purpose of the [REDACTED] with our businesses conducted through our subsidiaries and Consolidated Affiliated Entities. Please refer to the paragraphs headed “Reorganization” in this section.

HISTORY AND DEVELOPMENT

Our history can be traced back to September 2014, when Dingdang Medicine Express Technology, being one of our main Consolidated Affiliated Entities, was established by Mr. Yang Yibin (楊益斌) and Mr. Yang Xiao (楊瀟) with their own accumulated funds to primarily engage in health management and consulting, technology development and technical services. Mr. Yang Yibin and Mr. Yang Xiao primarily engage in investment management and healthcare business. Mr. Yang Yibin serves as the general manager of Dingdang Medicine Express Technology and deputy director of Kuaiyi Department (快醫事業部), primarily responsible for IT system update and contract negotiation relating to the online hospital business and daily administration work.⁽¹⁾ Mr. Yang Xiao is the director of Renhe Pharmacy and participates in the decision-making and supervision of corporate affairs as a member of the board of directors of Renhe Pharmacy.⁽²⁾ Upon establishment, Dingdang Medicine Express Technology was held by Mr. Yang Yibin and Mr. Yang Xiao as to 50% and 50%, respectively. In March 2015, Dingdang Medicine Express Technology increased its registered capital from RMB1 million to RMB2.5 million, and Mr. Yang Wenlong (楊文龍), the father of Mr. Yang Yibin and Mr. Yang Xiao, subscribed the increased RMB1.5 million registered capital. Upon completion of this round of capital increase, Dingdang Medicine Express Technology was owned by Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao as to 60%, 20% and 20%, respectively. Further, in April 2015, Dingdang Medicine Express Technology increased its registered capital from RMB2.5 million to RMB50 million, with each of Mr. Yang Wenlong, Mr. Yang Yibin and Mr. Yang Xiao subscribing for the increased registered capital in proportion, thus the above shareholding percentages remained unchanged.

In August 2016, to optimise the shareholding structure, 20% of the equity interest held by Mr. Yang Xiao was transferred to Dingdang No. 1 and Dingdang No.2 on average, 20% of the equity interest held by Mr. Yang Yibin was transferred to Dingdang No.3, and 40% of the equity interest held by Mr. Yang Wenlong was transferred to Dingdang No.4. Upon completion of the aforementioned share transfer, Dingdang Medicine Express Technology was held by Mr. Yang Wenlong, Dingdang No. 1, Dingdang No.2, Dingdang No.3 and Dingdang No.4 as to 20%, 10%, 10%, 20% and 40% of its equity interest, respectively. Dingdang No. 1, Dingdang No.2, Dingdang No.3 and Dingdang No.4 are managed by the same general partner, Dingdang Wisdom, which is owned by Mr. Yang Wenlong and Mr. Yang Yibin as to 83.33% and 16.67% of its equity interest, respectively. In September 2016, Dingdang Medicine Express Technology adopted the 2016 ESOP Plan, pursuant to which the 17 Restricted Share Participants became the limited partners of Dingdang No.1 and Dingdang No.2. The 2016 ESOP Plan was replaced by the ESOP Plans as a result of the Reorganization. For details, please refer to “Appendix IV — Statutory and General Information — Employee Incentive Scheme”.

Notes:

- (1) Mr. Yang Yibin stepped down as executive director of Dingdang Medicine Express Technology based on the following considerations: (i) the Group determined to engage professional management with rich experience as the executive director to promote the development of Dingdang Medicine Express Technology; and (ii) though resigned as executive director, Mr. Yang Yibin continues to serve as the general manager of Dingdang Medicine Express Technology and deputy director of Kuaiyi Department (快醫事業部), primarily responsible for the daily administration work and the execution of business plan and development strategy in relation to online hospital business as determined by the current executive director of Dingdang Medicine Express Technology, including IT system update and contract negotiation.
- (2) Mr. Yang Yibin and Mr. Yang Xiao have not been appointed as directors of the Company for the following reasons: (i) Mr. Yang Yibin only serves as the general manager of Dingdang Medicine Express Technology and deputy director of the Kuaiyi Department; (ii) Mr. Yang Xiao holds no position within the Group and he has not been and will not be involved in the operation and corporate affairs of the Group; and (iii) the Company is of the view that it is in the best interest of the Company to engage professional management as Directors and leverage on their wealth of experience and industry insights.

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From December 2016 to May 2021, Dingdang Medicine Express Technology and our Company have received several rounds of Pre-[REDACTED] Investments. For details, please refer to the paragraphs headed “Pre-[REDACTED] Investments” in this section.

Over the years, we gradually developed into a service provider in providing express digital healthcare service in China. Our primary businesses comprise drug express, online medical consultation and chronic disease and healthcare management.

The table below shows the key milestones in the history of the Company:

Year	Event
September 2015	We officially launched Dingdang Drug Express APP to provide drug delivery and comprehensive healthcare services, aiming at delivering products to users within 28 minutes on a 24/7 basis in regions covered by our express delivery service.
January 2016	We started planning the layout of our smart pharmacies in Beijing and Shanghai.
April 2018	The number of registered users of our mobile APP reached over 10 million.
September 2019	Hainan Internet Hospital obtained the Medical Institution Practicing License in Hainan and we launched our online medical consultation service.
October 2019	The number of our smart pharmacies exceeded 200, covering 11 cities.
December 2019	Our online medical consultations exceeded 600,000 times in a single month.
December 2020	We launched the innovative “DTP to Home” business by incorporating on-demand service onto DTP smart pharmacies.
December 2021	The number of registered users of our mobile APP reached over 33 million.

OUR MAJOR SUBSIDIARIES AND CONSOLIDATED AFFILIATED ENTITIES

As of the Latest Practicable Date, the following subsidiaries and Consolidated Affiliated Entities principally affected the results, assets, liabilities or businesses of the Group:

Name of subsidiary Consolidated Affiliated Entity	Place of incorporation	Date of incorporation	Registered share capital	Shareholding/Voting rights held by our Company	Principal business activities
Dingdang Medicine Express Technology	PRC	September 2, 2014	RMB52.9 million	Control through Contractual Arrangements	Online retail of pharmaceutical and healthcare products
Jiangxi Dingdang E-Commerce	PRC	February 22, 2016	RMB27 million	100%	Investment holding of the smart pharmacies of the Company
Hainan Dingdang Kuaiyi	PRC	April 18, 2019	RMB5 million	Control through Contractual Arrangements	Provision of online hospital services
Jiangxi Renhetang	PRC	March 12, 2015	RMB5 million	85% ⁽¹⁾	E-commerce operating company of pharmaceutical healthcare products

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Name of subsidiary					
Consolidated	Place of	Date of	Registered	Shareholding/Voting	Principal
Affiliated Entity	incorporation	incorporation	share capital	rights held by	business activities
				our Company	
Yaofangwang	PRC	August 8, 2001	RMB33 million	52% ⁽²⁾	Online and offline retail of drugs and healthcare products

Notes:

- (1) the remaining 15% equity interest of Jiangxi Renhetang is held by Liu Ying (劉英), who is the executive director and general manager of Jiangxi Renhetang.
- (2) the remaining 48% equity interest of Yaofangwang is held by Hongji (Zhuhai) Enterprise Chain Management Center (Limited Partnership) (宏濟(珠海)企業連鎖管理中心(有限合夥)) (“**Hongji Zhuhai**”), which is an Independent Third Party other than being the substantial shareholder of Hongji Zhuhai.

MAJOR ACQUISITIONS

On November 30, 2020, Dingdang Medicine Express Technology entered into a share transfer agreement with Renhe Pharmacy to acquire 45% of equity interest in Yaofangwang at a cash consideration of RMB188.82 million. On December 1, 2020, Dingdang Medicine Express Technology entered into a share transfer agreement with Hongji Zhuhai to further acquire 7% of equity interest in Yaofangwang at a cash consideration of RMB29.372 million. The acquisitions have been completed on December 15, 2020 and the considerations were determined at arm’s length negotiation between the parties with reference to the valuation report of Yaofangwang as at July 31, 2020 (being RMB419.6 million), as reported by an independent valuer. For details, please refer to the paragraphs headed “Reorganization” in this section.

As advised by our PRC Legal Advisors, the acquisitions above have been properly and legally completed and settled with all relevant regulatory approvals duly obtained. Upon completion of the acquisition, Yaofangwang was held as to 52% of its equity interest by Dingdang Medicine Express Technology.

Yaofangwang is a company incorporated in the PRC on August 8, 2001, mainly engaged in online and offline retail of drugs and healthcare products, including prescription drugs, OTC drugs and healthcare products. As such, the acquisition of Yaofangwang will enlarge our retail business operations by upgrading our capabilities to provide products and services to our users. In addition, Yaofangwang also provides users with new speciality drugs through its online and offline DTP pharmacies. We further launched “DTP to home” business after the acquisition of Yaofangwang, which helps to expand our product categories and service capabilities.

The total assets, revenue and net loss of Yaofangwang for the most recent financial year of the Track Record Period, being the financial year ended December 31, 2021, are RMB275,403,903.37, RMB874,796,284.17 and RMB18,790,907.01⁽¹⁾, respectively. Therefore, such acquisition did not constitute a major transaction. Pursuant to Rule 4.05A of the Listing Rules, no pre-acquisition financial information on Yaofangwang is required to be disclosed in this document.

Save as disclosed above, the Group has not conducted any major acquisition or disposal during or after the Track Record Period.

Note:

- (1) the figures are from the management account of Yaofangwang for the year ended December 31, 2021.

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MAJOR SHAREHOLDING CHANGES AND PRE-[REDACTED] INVESTMENTS

Overview

From December 2016 to May 2021, Dingdang Medicine Express Technology and our Company have received several rounds of Pre-[REDACTED] Investments. Details of the Pre-[REDACTED] Investments are summarized below.

No.	Pre-[REDACTED] Investors	Date of investment	Date of last payment of consideration	Total number of Shares subscribed for under the investment agreement ⁽¹⁾	Amount of consideration	Cost per share paid	Discount to the [REDACTED] ⁽²⁾	Shareholding in the Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
1.	Ningbo SBCVC ⁽³⁾	September 28, 2017	November 24, 2017	62,500,000 Series A Preferred Shares	RMB100,000,000	RMB1.6	[REDACTED]	[REDACTED]
2.	Tongdao Win-win	December 28, 2016	March 30, 2017	62,500,000 Series A Preferred Shares	RMB100,000,000	RMB1.6	[REDACTED]	[REDACTED]
3.	Shenzhen Zhaoyin New Trend ⁽⁴⁾	January 11, 2019	January 30, 2019	68,272,060 Series B Preferred Shares	RMB183,700,000	RMB2.72	[REDACTED]	[REDACTED]
4.	Shenzhen Zhaoyin Gongying ⁽⁴⁾	January 11, 2019	February 11, 2019	5,257,350 Series B Preferred Shares	RMB14,300,000	RMB2.72	[REDACTED]	[REDACTED]
5.	Ningbo SBCVC ⁽³⁾	January 11, 2019	February 1, 2019	7,352,940 Series B Preferred Shares	RMB20,000,000	RMB2.72	[REDACTED]	[REDACTED]
6.	CICC Qizhi	March 18, 2019	October 8, 2019	25,735,290 Series B Preferred Shares	RMB70,000,000	RMB2.72	[REDACTED]	[REDACTED]
7.	Ningbo Qirui	March 18, 2019	June 6, 2019	11,029,410 Series B Preferred Shares	RMB30,000,000	RMB2.72	[REDACTED]	[REDACTED]
8.	Tianshi Renhe ⁽⁵⁾	April 14, 2020	May 15, 2020	17,816,750 Series B+ Preferred Shares	RMB66,000,000	RMB3.704	[REDACTED]	[REDACTED]
9.	Aochuan Bangde ⁽⁶⁾	April 14, 2020	May 15, 2020	46,577,140 Series B+ Preferred Shares	RMB172,539,432	RMB3.704	[REDACTED]	[REDACTED]
10.	Jinjiao Langqiu ⁽⁶⁾	April 14, 2020	May 15, 2020	10,242,890 Series B+ Preferred Shares	RMB37,943,568	RMB3.704	[REDACTED]	[REDACTED]
11.	Xuri Xinzhu ⁽⁶⁾	April 14, 2020	May 15, 2020	6,348,430 Series B+ Preferred Shares	RMB23,517,000	RMB3.704	[REDACTED]	[REDACTED]
12.	Z-Park Longmen	April 14, 2020	September 11, 2020	53,990,140 Series B+ Preferred Shares	RMB200,000,000	RMB3.704	[REDACTED]	[REDACTED]
13.	High Innovation Haiying	June 22, 2020	July 8, 2020	13,497,535 Series B+ Preferred Shares	RMB50,000,000	RMB3.704	[REDACTED]	[REDACTED]
14.	Ningbo Qiling	June 24, 2020	July 15, 2020	8,098,521 Series B+ Preferred Shares	RMB30,000,000	RMB3.704	[REDACTED]	[REDACTED]
15.	Nanjing Zhaoyin Gongying	June 29, 2020	July 6, 2020	2,699,507 Series B+ Preferred Shares	RMB10,000,000	RMB3.704	[REDACTED]	[REDACTED]
16.	Guangzhou Zhaoxin ⁽⁴⁾	June 29, 2020	July 1, 2020	24,295,563 Series B+ Preferred Shares	RMB90,000,000	RMB3.704	[REDACTED]	[REDACTED]
17.	Ningbo SBCVC ⁽³⁾	June 30, 2020	July 14, 2020	8,098,520 Series B+ Preferred Shares	RMB30,000,000	RMB3.704	[REDACTED]	[REDACTED]
18.	Shenzhen SBCVC	June 30, 2020	July 17, 2020	4,049,261 Series B+ Preferred Shares	RMB15,000,000	RMB3.704	[REDACTED]	[REDACTED]
19.	Taikang Life Insurance ⁽⁷⁾	September 11, 2020	September 30, 2020	26,995,070 Series B+ Preferred Shares	RMB100,000,000	RMB3.704	[REDACTED]	[REDACTED]
20.	TD HK	March 20, 2021	May 28, 2021	356,458 Series C Preferred Shares	US\$430,000	US\$1.21	[REDACTED]	[REDACTED]
21.	TPG Asia VII	May 21, 2021	May 31, 2021	82,897,346 Series C Preferred Shares	US\$100,000,000	US\$1.21	[REDACTED]	[REDACTED]
22.	Worldwide Healthcare Trust	May 25, 2021	May 28, 2021	13,263,575 Series C Preferred Shares	US\$16,000,000	US\$1.21	[REDACTED]	[REDACTED]

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No.	Pre-[REDACTED] Investors	Date of investment	Date of last payment of consideration	Total number of Shares subscribed for under the investment agreement ⁽¹⁾	Amount of consideration	Cost per share paid	Discount to the [REDACTED] ⁽²⁾	Shareholding in the Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
23.	OrbiMed Genesis	May 25, 2021	May 28, 2021	1,657,947 Series C Preferred Shares	US\$2,000,000	US\$1.21	[REDACTED]	[REDACTED]
24.	OrbiMed New Horizons	May 25, 2021	May 28, 2021	1,657,947 Series C Preferred Shares	US\$2,000,000	US\$1.21	[REDACTED]	[REDACTED]
25.	Redview Capital	May 25, 2021	May 31, 2021	16,579,469 Series C Preferred Shares	US\$20,000,000	US\$1.21	[REDACTED]	[REDACTED]
26.	Travis	May 25, 2021	May 27, 2021	8,289,735 Series C Preferred Shares	US\$10,000,000	US\$1.21	[REDACTED]	[REDACTED]
27.	Valliance	May 25, 2021	May 27, 2021	8,289,735 Series C Preferred Shares	US\$10,000,000	US\$1.21	[REDACTED]	[REDACTED]
28.	Summer Eminence	May 25, 2021	May 28, 2021	8,289,735 Series C Preferred Shares	US\$10,000,000	US\$1.21	[REDACTED]	[REDACTED]
29.	Yingke Innovation Fund	May 25, 2021	May 27, 2021	8,289,735 Series C Preferred Shares	US\$10,000,000	US\$1.21	[REDACTED]	[REDACTED]
30.	YANGTZE	May 25, 2021	May 28, 2021	8,289,735 Series C Preferred Shares	US\$10,000,000	US\$1.21	[REDACTED]	[REDACTED]
31.	EMINENT	May 25, 2021	May 31, 2021	7,933,275 Series C Preferred Shares	US\$9,570,000	US\$1.21	[REDACTED]	[REDACTED]
32.	Marble	May 25, 2021	May 26, 2021	4,144,867 Series C Preferred Shares	US\$5,000,000	US\$1.21	[REDACTED]	[REDACTED]
33.	Simag	May 25, 2021	May 27, 2021	4,144,867 Series C Preferred Shares	US\$5,000,000	US\$1.21	[REDACTED]	[REDACTED]
34.	Aqua	May 25, 2021	May 27, 2021	4,144,867 Series C Preferred Shares	US\$5,000,000	US\$1.21	[REDACTED]	[REDACTED]
35.	Tasly	May 25, 2021	May 26, 2021	4,144,867 Series C Preferred Shares	US\$5,000,000	US\$1.21	[REDACTED]	[REDACTED]

Notes:

- (1) total number of shares under the investment agreement refers to the corresponding shares held by each of the Pre-[REDACTED] Investors in our Company after Reorganization.
- (2) the discount to the [REDACTED] is calculated based on the assumption that the [REDACTED] is HK\$[REDACTED] per Share. The Pre-[REDACTED] Investors were given discounted prices as compared to the investors in the [REDACTED] with the following factors taken into consideration: (i) the investment risks heard by Pre-[REDACTED] Investors, including without limitation, lack of liquidity and open market for trading and uncertainty of the timing and success of the [REDACTED]; (ii) the strategic benefits the Pre-[REDACTED] Investors brought to the Company as detailed below; and (iii) the continued rapid growth in the Company’s gross revenue and the prospects for future business development as detailed in the Business section and “Basis of determining the consideration paid” section below.
- (3) on March 4, 2021, Ningbo SBCVC transferred its equity interests in Dingdang Medicine Express Technology corresponding to the registered capital of RMB3,509,343 to Qingdao SB. The offshore investment vehicle of Ningbo SBCVC for investing in our Company as part of Reorganization is Ningbo Meishan Bonded Port Yuepu Investment Partnership (Limited Partnership) (寧波梅山保税港區悅璞投資合夥企業(有限合夥)) (“Ningbo Yuepu”).
- (4) the offshore investment vehicle of Shenzhen Zhaoyin New Trend and Guangzhou Zhaoxin for investing in our Company as part of Reorganization is Tianjin Shanhaiyihao Business Management Consulting Partnership (Limited Partnership) (天津山海壹號企業管理諮詢合夥企業(有限合夥)) (“Shanhaiyihao”).
- (5) the offshore investment vehicle of Ningbo Tianshi Renhe for investing in our Company as part of Reorganization is Huifenghechang.
- (6) the offshore investment vehicle of Aochuan Bangde, Jinjiao Langqiu, and Xuri Xinzhu for investing in our Company as part of Reorganization is Ningbo Aowen.
- (7) the offshore investment vehicle of Taikang Life Insurance for investing in our Company as part of Reorganization is TK Dingdang Limited.

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Principal terms of the Pre-[REDACTED] Investments

Use of proceeds from the Pre-[REDACTED] Investments : The total amount of the proceeds from the Pre-[REDACTED] Investments is RMB2.76 billion, which has been utilized in part for the development and operation of the Group’s business, including without limitation, the expansion of pharmacies and exploration of our supply chain, in accordance with our budget and business plan. As of the Latest Practicable Date, the remaining proceeds from the Pre-[REDACTED] Investments amounts to RMB1.50 billion and will be used for the operation and further development of the Group’s business as the supplement to the use of the proceeds from the [REDACTED], which include (i) expanding our network of smart pharmacies in existing and new cities along with the newly- recruited delivery staff; (ii) supplementing our working capital; and (iii) other general business growth purposes, including, among others, sales and marketing, office management, and human resource.

Strategic benefits the Pre-[REDACTED] Investors brought to our Company : We are of the view that our Company can benefit from the additional capital provided by the Pre-[REDACTED] Investors’ investments in our Company. Their investments also demonstrated their confidence in our Group’s operations and served as an endorsement of our Group’s performance, strength and prospects. Our Company is also of the view that most of the Pre-[REDACTED] Investors are professional strategic investors in the relevant industries and thus can provide us their knowledge and experience which we believe would be helpful to our Group’s future development.

Basis of determining the consideration paid : The consideration for the Pre-[REDACTED] Investments were determined based on arm’s length negotiations between Dingdang Medicine Express Technology/our Company and the Pre-[REDACTED] Investors after taking into consideration the timing of the investments and the status of our business and operating entities. The growth in the valuation of our Company has been in line with the growth in our total revenue.

The increased implied valuation for our Series B financing as compared to Series A financing reflects the substantial business growth we achieved during this period, including without limitation, the number of registered users of our mobile APP reached over 10 million.

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The increased implied valuation for our Series B+ financing as compared to Series B financing was primarily due to the launch of our online medical consultation service with the newly obtained Medical Institution Practicing License, and the significant rise in the number of our smart pharmacies and online medical consultations.

The increased implied valuation for our Series C financing as compared to Series B+ financing was primarily due to the 74.7% year-on-year increase in the total revenue and the launch of the innovative “DTP to Home” business by incorporating on-demand service onto DTP smart pharmacies.

Special rights of the Pre-[REDACTED] Investors

: Pursuant to the Pre-[REDACTED] Shareholders’ Agreement, the Pre-[REDACTED] Investors were granted certain special rights in relation to our Company, including, among others, pre-emptive rights, information and inspection rights, nomination rights, rights of first refusal, and co-sale rights. The redemption rights have been terminated before the Company submits its application for the listing of our Shares on the Stock Exchange, provided that if the [REDACTED] has not been consummated within six months after the initial submission of the [REDACTED] application to the Stock Exchange (the “Revival Date”), such redemption rights shall automatically be restored in all respects as of such date and the Pre-[REDACTED] Investors shall be entitled to such rights retroactively. In March 2022, all of the Pre-[REDACTED] Investors further agreed, by way of a written shareholders’ resolution, to extend the Revival Date for another nine months, and such redemption rights will be restored if the [REDACTED] is not completed on or before September 22, 2022. All other special rights will be automatically terminated upon completion of the [REDACTED].

Lock-up Period

Each of the [REDACTED] [REDACTED] has agreed to provide a lock-up undertaking. For details, please refer to the section headed “[REDACTED] – [REDACTED] and Expenses – Hong Kong [REDACTED] – Undertakings by Certain of Our Shareholders” in this document.

Public float

Upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised), each of the Pre-[REDACTED] Investors will hold less than 10% of the total issued share capital of our Company and thus the Shares held by the Pre-[REDACTED] Investors, approximately [REDACTED]% of our enlarged issued share capital, will count towards the public float of our Company according to Rule 8.08 of the Listing Rules.

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Information about the Pre-[REDACTED] Investors

Set out below is a description of the Pre-[REDACTED] Investors:

Ningbo SBCVC

Ningbo SBCVC is a limited partnership incorporated under the laws of the PRC on September 22, 2015. Its general partner is Shanghai Xinbojieyi Private Fund Management Partnership (Limited Partnership) (上海欣博傑益私募基金管理合夥企業(有限合夥)), a limited partnership controlled by Zhang Xu (張旭).

Shenzhen SBCVC

Shenzhen SBCVC is a limited partnership incorporated under the laws of the PRC on July 29, 2019. Its general partner is Shenzhen SBCVC Xinchuang Venture Capital Management Enterprise (Limited Partnership) (深圳市軟銀欣創創業投資管理企業(有限合夥)), a limited partnership controlled by Zhang Xu. Shenzhen SBCVC is held as to 77.37% by Tangyingyuanwei (Ningbo) Equity Investment Management Partnership (Limited Partnership) (唐盈元維(寧波)股權投資管理合夥企業(有限合夥)) (“**Tangyingyuanwei**”). The general partner of Tangyingyuanwei is Tangying (Qingdao) Investment Management Co., Ltd.. The largest shareholder holding 21.53% of the interests in Tangyingyuanwei is He Jin (何進).

Qingdao SB

Qingdao SB is a limited partnership incorporated under the laws of the PRC on January 14, 2021. Its general partner is Zhuhai Hengqin SB Xinchuang Equity Investment Management Enterprise (Limited Partnership) (珠海橫琴軟銀欣創股權投資管理企業(有限合夥)), a limited partnership ultimately controlled by Jiang Min (江敏), Liu Ying (劉纓) and Zhao Gang (趙剛). Qingdao SB is held as to 76.89% by Sichuan Esheng Cement Group Co., Ltd. (四川峨勝水泥集團股份有限公司), which is ultimately controlled by Xiong Jianhua (熊建華).

Ningbo Yuepu

Ningbo Yuepu is a limited partnership incorporated under the laws of the PRC on February 2, 2016. Its general partner is Shanghai Guanhe Lanzheng Investment Management Co., Ltd. (上海觀禾覽正投資管理有限公司), a limited liability company held as to 90% by Zhang Xu. Ningbo Yuepu is held as to 99.99% by Ningbo SBCVC.

Tongdao Win-win

Tongdao Win-win is a limited partnership incorporated under the laws of the PRC on January 3, 2017. Tongdao Win-win focuses on investment management and consultation. Its general partner is Tongdao Capital Management Co., Ltd (同道資本管理有限公司) and it is held as to 30% by Zhuhai Tongdao Future Investment Partnership (Limited Partnership) (珠海同道未來投資合夥企業(有限合夥)), which is held as to 51% by Chang Wei (常偉) and 49% by Zhang Kuo (張闊).

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Zhaoyin

Shenzhen Zhaoyin New Trend is a limited partnership managed by Shenzhen CMB Telecom Equity Investment Fund Management Co., Ltd. (深圳招銀電信股權投資基金管理有限公司) and held as to 79.97% by China Merchant Bank International Financial Holding (Shenzhen) Ltd. (招銀國際金融控股(深圳)有限公司). Nanjing Zhaoyin Gongying is a limited partnership managed by Jiangsu Zhaoyin Industrial Fund Management Co., Ltd. (江蘇招銀產業基金管理有限公司). Guangzhou Zhaoxin is a limited partnership managed by Shenzhen CMB Telecom Equity Investment Fund Management Co., Ltd., and is held as to 75% by Shenzhen Zhaoyin New Trend. Shenzhen CMB Telecom Equity Investment Fund Management Co., Ltd. and Jiangsu Zhaoyin Industrial Fund Management Co., Ltd. are controlled by CMB International Capital Management (Shenzhen) Ltd. (招銀國際資本管理(深圳)有限公司), an indirect wholly-owned subsidiary of CMB International Capital Corporation Limited, with a focus on private equity investment and investment fund management. CMB International Capital Corporation Limited is an indirect wholly-owned subsidiary of China Merchants Bank Co., Ltd.

Shanhaiyihao is a limited partnership incorporated under the laws of the PRC on February 26, 2021. Shanhaiyihao is managed by China Merchant Bank International Financial Holding (Shenzhen) Ltd., an indirect wholly-owned subsidiary of China Merchants Bank Co., Ltd. Shanhaiyihao is held as to 66.66% by Shenzhen Zhaoyin New Trend and as to 33.33% by Guangzhou Zhaoxin.

Shenzhen Zhaoyin Gongying

Shenzhen Zhaoyin Gongying is a limited partnership held as to 76.67% by Zhuhai Growth and Win-Win Venture Capital Fund (Limited Partnership) (珠海市成長共贏創業投資基金(有限合夥)), both of them are managed by Shenzhen Hongshu Growth Investment Management Co., Ltd. (深圳紅樹成長投資管理有限公司). Shenzhen Hongshu Growth Investment Management Co., Ltd. is held as to 60% by Zeng Xinghai (曾興海) and as to 30% by Wang Hongbo (王紅波).

CICC Qizhi

CICC Qizhi is a limited partnership incorporated under the laws of the PRC on November 6, 2015, with a focus on equity and industrial investment, investment management and investment consulting. Its general partner is CICC Qizhi Equity Investment Management Co., Ltd., an investment vehicle ultimately controlled by CICC Capital Management Co., Ltd. (中金資本運營有限公司). CICC Capital Management Co., Ltd. is a wholly-owned subsidiary of China International Capital Corporation Limited.

Sinopharm-CICC

Ningbo Qirui is a limited partnership incorporated under the laws of the PRC on November 29, 2016. Ningbo Qiling is a limited partnership incorporated under the laws of the PRC on November 29, 2016. The general partner of Ningbo Qirui and Ningbo Qiling is Sinopharm-CICC (Shanghai) Private Equity Investment Management Co., Ltd. (國藥中金(上海)私募股權投資管理有限公司), which focuses on investing in the healthcare sector. Sinopharm-CICC (Shanghai) Private Equity Investment Management Co., Ltd. is held as to 49% by Guoyao Group Co. Ltd. and 51% by CICC Capital Management Co. Ltd. a wholly-owned subsidiary of China International Capital Corporation Limited.

CICC Qizhi, Ningbo Qirui and Ningbo Qiling are ultimately controlled by CICC Capital Management Co., Ltd. and thus connected to each other.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Huifenghechang and Ningbo Aowen

Huifenghechang is a limited partnership incorporated under the laws of the PRC on September 14, 2020. The General Partner of Huifenghechang is Ningbo Meishan Bonded Port Dirui Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區迪銳投資管理合夥企業(有限合夥)) (“**Ningbo Dirui**”) and Huifenghechang is held as to approximately 99% by Tianshi Renhe. Ningbo Aowen is a limited partnership incorporated under the laws of the PRC on September 21, 2017. The General Partner of Ningbo Aowen is Ningbo Dirui and Ningbo Aowen is held as to approximately 88% by Aochuan Bangde. Ningbo Dirui is the general partner of Tianshi Renhe and Aochuan Bangde. The general partner of Ningbo Dirui is Tang Meng (唐萌), who holds 69.50% of the interest in Ningbo Dirui.

Tianshi Renhe, Aochuan Bangde, Jinjiao Langqiu and Xuri Xinzhu are limited partnerships managed by Ningbo Dirui. Aochuan Bangde is held as to over 33% by Xingjie New Economy Equity Investment Fund (Shenzhen) Partnership Enterprise (Limited Partnership) (星界新經濟股權投資基金(深圳)合夥企業(有限合夥)) (“Xingjie New Economy”). The general partner of Xingjie New Economy is Xin Xing Jie Consultancy (Shenzhen) Partnership (Limited Partnership) (新星界諮詢顧問(深圳)合夥企業(有限合夥)), which is ultimately controlled by Fang Yuan (方遠). Xingjie New Economy is held as to 41.33% by Guo Xin Tou (Shenzhen) Investment Partnership (Limited Partnership) (國新投(深圳)投資合夥企業(有限合夥)), which is ultimately controlled by the State Council of the PRC, and is held as to 40.92% by Shanghai Changpu Enterprise Management Center (Limited Partnership) (上海常璞企業管理中心(有限合夥)), which is ultimately controlled by Citic Securities Company Limited. Jinjiao Langqiu is held as to 63.32% by Xiamen Luqichang Technology Co., Ltd. (廈門路騎暢科技有限公司), a company wholly-owned by Mr. Chen Cong (陳聰). Xuri Xinzhu is held as to 99.50% by China Structural Reform Fund Corporation Limited (中國國有企業結構調整基金股份有限公司).

Z-Park Longmen

Z-Park Longmen is a limited partnership incorporated under the laws of the PRC on September 14, 2018, with a focus of investing in information technology, high-end manufacturing, healthcare, and consumption upgrade sectors. Its general manager is Beijing Z-Park Longmen Investment Co., Ltd. (北京中關村龍門投資有限公司) and it is held as to 39.87% by National Council for Social Security Fund.

Haiying Fund

High Innovation Haiying is a limited partnership incorporated under the laws of the PRC on September 21, 2018, with a focus of investing in healthcare sectors. Its general partner is Hunan Xianghai Private Equity Fund Management Co., Ltd. (湖南湘海私募股權基金管理有限公司), which is ultimately controlled by Haier Group Corporation.

Taikang

Taikang Life Insurance is a limited liability company incorporated under the laws of the PRC on November 28, 2016. TK Dingdang Limited is a company incorporated under the laws of the BVI. Taikang Life Insurance and TK Dingdang Limited are wholly-owned by Taikang Insurance Group Co., Ltd., a company which focuses on the insurance and asset management business.

TD HK

TD HK is a private company limited by shares and incorporated under the laws of Hong Kong on November 24, 2015, with a focus on pre-[REDACTED] investment banking business, private equity investment and securities investment in the primary and secondary markets. TD HK is ultimately controlled by Xu Yu (徐宇).

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

TPG Asia VII

TPG Asia VII is an affiliate of TPG Capital. TPG Capital is a leading global alternative asset firm founded in 1992 with more than US\$91 billion of assets under management as of March 31, 2021. For many years, TPG Capital has been investing in change, growth, and innovation. TPG Capital aims to build dynamic products and options for its investors while also instituting discipline and operational excellence across the investment strategy and performance of its portfolio.

OrbiMed

Worldwide Healthcare Trust is a publicly listed trust managed by OrbiMed Capital LLC. OrbiMed Genesis and OrbiMed New Horizons are exempted limited partnerships managed by OrbiMed Advisors LLC. OrbiMed Capital LLC and OrbiMed Advisors LLC exercise voting and investment powers through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild. OrbiMed Genesis, OrbiMed New Horizons and Worldwide Healthcare Trust invest globally in the healthcare sector with investments ranging from early stage private companies to large multinational corporations.

Redview Capital

Redview Capital is a limited liability company incorporated under the laws of the Cayman Islands on April 15, 2021. It is indirectly owned by Redview Capital II L.P., an exempted limited partnership registered under the laws of the Cayman Islands. Redview Capital II L.P. is a private equity fund, focused on traditional growth capital in China in the sectors of advanced manufacturing, clean energy, new materials and consumer and retail. Redview Capital II L.P. is controlled by its general partner, Redview Capital Partners II Limited, which is in turn beneficially owned by Hebert Kee Chan Pang.

Travis

Travis is a limited liability company incorporated under the laws of the BVI on March 25, 2021, with a focus on private equity investment. It is beneficially owned by Lam Lai Ming.

Valliance

Valliance is an exempted company established under the laws of the Cayman Islands. Valliance Asset Management Limited, an asset management firm licensed by the SFC, serves as the investment manager of the fund. Valliance Asset Management Limited employs a deep value and bottom up investment approach, combining detailed research with a highly disciplined investment process to choose portfolio investments on behalf of a wide range of institutional clients globally across multiple funds and vehicles. Lin Li is the founder and ultimate beneficial owner of Valliance Asset Management Limited and its Chief Investment Officer since inception and he has been an active investor in the Asian capital markets for nearly the past two decades.

Summer Eminence

Summer Eminence is an investment holding company controlled by Summer Healthcare Fund, L.P. Summer Healthcare Fund, L.P. is a limited partnership controlled by Summer Capital Limited, a multi-strategy investment advisory company, focusing on advising investments in the healthcare, fintech and technology-driven consumption sectors. Summer Capital Limited is held as to 90% by Yongda Global Investments Limited, which in turn is held as to 99% by Birong Zhang.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Yingke Innovation Fund

Yingke Innovation Fund is a limited partnership managed by Yingke PE Co., Ltd., an exempted company incorporated in the Cayman Islands, which focuses on private equity investments. Qian Mingfei ("Mr. Qian") is the founder of, and Qian Boyu, a family member of Mr. Qian, is the sole shareholder of Yingke PE Co., Ltd. Mr. Qian is the chairman of YINGKE PE Asset Management Co., Ltd. Mr. Qian has over 20 years of capital market experience and investment management experience, and was involved in a number of leading investment projects in the biotech sector, including, among others, Chengdu Kanghua Biological Products Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300841) and Shanghai Sanyou Medical Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 688085).

YANGTZE

YANGTZE LOGISTICS LIMITED is a limited liability company incorporated under the laws of the BVI on November 20, 2003. It is controlled by Luk Ching Sanna.

EMINENT

EMINENT is a limited liability company incorporated under the laws of the BVI as an investment holding company on March 29, 2011. It is wholly-owned by Lin Wei, an Independent Third Party.

Marble

Marble Router Limited is an exempted company incorporated under the laws of the BVI with limited liability on November 16, 2020. It is controlled by Liu Xiaosong, an Independent Third Party.

Simag

Simag Investment Limited is a limited liability company incorporated under the laws of Hong Kong with on June 16, 2005. It is controlled by Wang Wanping, an Independent Third Party.

Aqua

Aqua is a special purpose vehicle wholly-owned by Global Fund IX SP, which is a segregated portfolio of Aqua Fund Investment SPC. Aqua Fund Investment SPC is a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability and is ultimately controlled by Chen Wei Song.

Tasly

Tasly is a company incorporated under the laws of the BVI with limited liability on February 28, 2014. It is ultimately controlled by Tasly Holding Group Co., Ltd., whose business covers biopharmaceuticals, health care management, medical services, and investment in the healthcare industry. Tasly Holding Group Co., Ltd. is held as to 67.08% by Tianjin Tasly Health Industry Investment Group Co., Ltd. (天津天士力大健康產業投資集團有限公司), which is ultimately controlled by Yan Kaijing (閔凱境).

Save as disclosed in this document, the Pre-[REDACTED] Investors are Independent Third Parties and independent from each of the other Pre-[REDACTED] Investors.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Our Company currently engages in or historically engaged in business dealings with certain Pre-[REDACTED] Investors, their ultimate beneficial owners and/or their affiliates, which are/were carried out in our ordinary course of business, on an arm's length basis and on normal commercial terms. Certain non-executive Directors and independent non-executive Director of our Company have or had employment relationships with the ultimate beneficial owners of certain Pre-[REDACTED] Investors. Apart from the foregoing, to the best knowledge of the Company and after due inquiry, there exists no past or present relationships (business, employment, family, financing or otherwise) between each of the Pre-[REDACTED] investors and their respective ultimate beneficial owners and investment managers (where applicable), on the one hand, and the Company and its subsidiaries, their controlling shareholders, directors and senior management, or any of their respective associates, on the other hand.

Compliance with Interim Guidance and Guidance Letters

On the basis that (i) the Pre-[REDACTED] Investments were irrevocably settled more than 28 clear days before the date of submission of the [REDACTED] application, and (ii) according to the Pre-[REDACTED] Shareholders' Agreement, the redemption rights granted to the Pre-[REDACTED] Investors will be automatically terminated before the Company submits its application for the [REDACTED] of our Shares on the Stock Exchange and all other special rights granted to the Pre-[REDACTED] Investors will be terminated upon completion of the [REDACTED], the Joint Sponsors have confirmed that the Pre-[REDACTED] Investments are in compliance with the Interim Guidance (HKEx-GL29-12) on Pre-[REDACTED] Investments issued by the Stock Exchange on October 13, 2010 and as updated in March 2017, and the Guidance Letter HKEx-GL43-12 issued by the Stock Exchange in October 2012 and as updated in July 2013 and March 2017. The Guidance Letter HKEx-GL44-12 issued by the Stock Exchange in October 2012 and as updated in March 2017 is not applicable to the Pre-[REDACTED] Investments as no convertible instrument was issued.

REORGANIZATION

In preparation of the [REDACTED], we underwent the Reorganization, pursuant to which our Company became the holding company and [REDACTED] vehicle of our Group.

The Reorganization involved the following steps:

1. Setting up of offshore structure

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on August 20, 2014. The initial authorized share capital of our Company was US\$50,000.00 divided into 500,000,000 shares with a par value of US\$0.0001. Upon incorporation, one subscriber share was issued and allotted to the initial subscriber, Sertus Nominees (Cayman) Limited, who subsequently transferred such share to Alliance Flow Limited (互益有限公司) on the same date. The Company also allotted one share to Golden Mission Group Limited on the same date. On November 12, 2014, the shares held by Alliance Flow Limited and Golden Mission Group Limited were transferred to Delight Faith Limited and Go Far Limited, members of our Controlling Shareholders Group, respectively. On April 30, 2015, our Company allotted 127,499,999 shares to each of Delight Faith Limited and Go Far Limited.

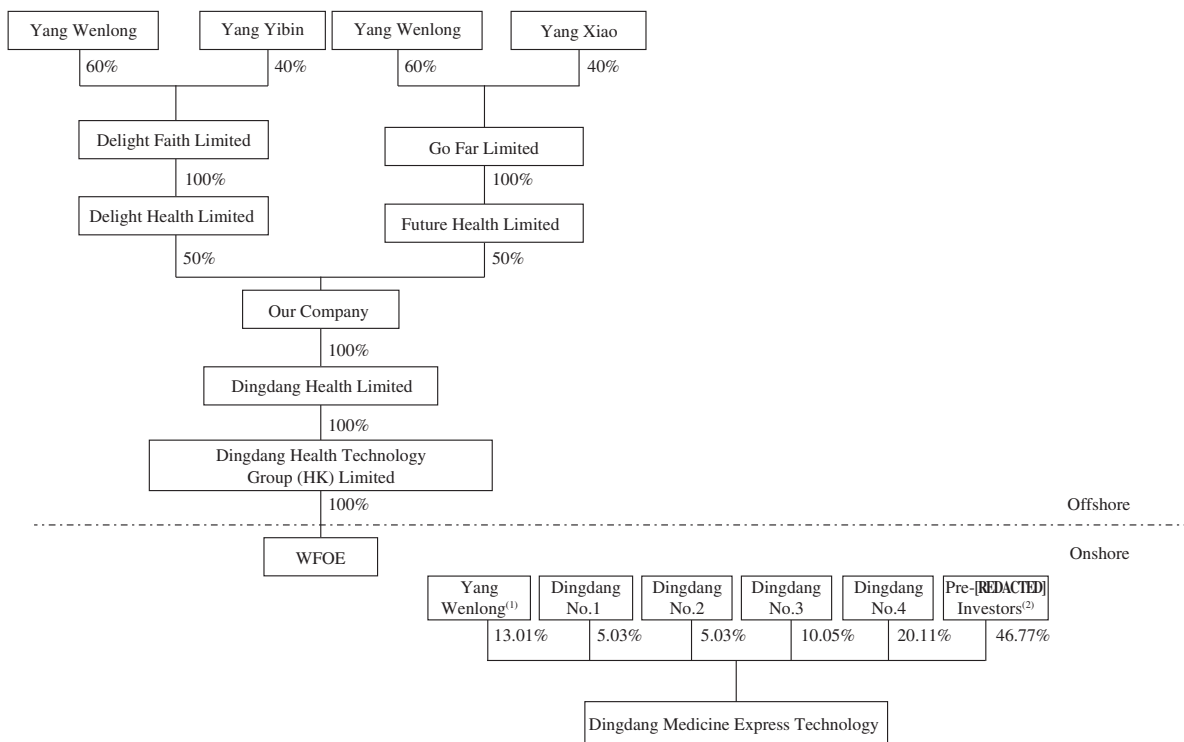
On September 11, 2014, Dingdang Health Technology Group (HK) Limited (formerly known as Health Coming (Hong Kong) Limited, Dingdang Medicine Delivery (HK) Limited, Dingdang Medicine Express (HK) Limited) was incorporated under the laws of Hong Kong as a wholly owned subsidiary of our Company. Dingdang Health Technology Group (HK) Limited further incorporated the WFOE under the laws of PRC as its wholly owned foreign enterprise in the PRC on September 30, 2016.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On December 31, 2020, Delight Faith Limited and Go Far Limited transferred all the shares held by them in our Company to their respective wholly owned subsidiaries, being Delight Health Limited and Future Health Limited. After the completion of the transfer, our Company was owned by Delight Health Limited and Future Health Limited as to 50% and 50%, respectively.

On December 31, 2020, Dingdang Health Limited was established under the laws of BVI as a wholly owned subsidiary of our Company. The shares held by our Company in Dingdang Health Technology Group (HK) Limited were fully transferred to Dingdang Health Limited and thus Dingdang Health Technology (HK) Group Ltd became a wholly-owned subsidiary of Dingdang Health Limited on the same date.

The following chart sets out the shareholding and corporate structure of our Company and Dingdang Medicine Express Technology immediately after completion of the above steps:



Notes:

- (1) Mr. Yang Wenlong directly holds approximately 13.01% and indirectly controls approximately 20.11% of the voting rights of Dingdang Medicine Express Technology through Dingdang No.4. Besides, each of the limited partners of Dingdang No.1, Dingdang No.2 and Dingdang No.3 has entrusted Mr. Yang Wenlong to exercise the voting rights held by them in Dingdang No.1, Dingdang No.2 and Dingdang No.3. Therefore, Mr. Yang Wenlong directly and indirectly controls 53.23% of the voting rights in Dingdang Medicine Express Technology.
- (2) They refer to the then Per-[REDACTED] Investors investing in Dingdang Medicine Express Technology.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

2. Issue of Shares to the Pre-[REDACTED] Investors investing in Dingdang Medicine Express Technology to substantially reflect their shareholding in Dingdang Medicine Express Technology

Pursuant to the written resolution of the shareholders of Dingdang Medicine Express Technology dated March 1, 2021, the then Pre-[REDACTED] Investors investing in Dingdang Medicine Express Technology reduced and withdrew their capital contribution of RMB46,535,638, representing approximately 46.77% equity interest in Dingdang Medicine Express Technology (“**Capital Reduction**”) and the registered capital of Dingdang Medicine Express Technology reduced from RMB99,476,815 to RMB52,941,177. Upon completion of the Capital Reduction on May 20, 2021, such Pre-[REDACTED] Investors ceased to be shareholders of Dingdang Medicine Express Technology, and Dingdang Medicine Express Technology was owned by Mr. Yang Wenlong, Dingdang No.1, Dingdang No.2, Dingdang No.3, and Dingdang No.4 as to 24.44%, 9.44%, 9.44%, 18.89% and 37.78%, respectively.

On May 25, 2021, our Company, Dingdang Medicine Express Technology and each of the Pre-[REDACTED] Investors investing in Dingdang Medicine Express Technology (including their respective offshore investment vehicles, where applicable), among others, entered into a preferred share purchase agreement, pursuant to which, such Pre-[REDACTED] Investors agreed to subscribe for a certain number of Shares of our Company, as the case may be, to substantially reflect their shareholding in Dingdang Medicine Express Technology immediately preceding the Capital Reduction.

3. Establishment of Employee Incentive Schemes

In order to provide incentives and rewards to members of the Board and employees of our Group and as a continuation and restructuring of the 2016 ESOP Plan, our Company adopted the ESOP Plans (including the Pre-[REDACTED] Share Option Scheme, Restricted Share Scheme, RSU Scheme and Restricted Share Agreement) and issued 11,760,000 Shares to Excel Returns Group Limited, 54,400,000 Shares to Go Prosper Enterprise Corporation and 21,833,330 Shares to Much Premium Investment Limited for the purpose of the ESOP Plans.

Under the Pre-[REDACTED] Share Option Scheme, we have granted Options to 96 employees within our Group to subscribe for a total of 11,480,000 Shares of our Company. As of the Latest Practicable Date, we have issued a total of 76,233,330 Shares to the 17 participants of the 2016 ESOP Plan through Go Prosper Enterprise Corporation and Much Premium Investment Limited under the Restricted Share Scheme, all of which have been vested. We may also grant RSUs under the RSU Scheme but none of the RSUs have been granted as of the Latest Practicable Date. The participants of the Pre-[REDACTED] Share Option Scheme and Restricted Share Scheme shall irrevocably delegate the voting rights in our Company held or to be held by them to Mr. Yang Wenlong or such other person as designated by Mr. Yang Wenlong (the “**Voting Rights Entrustment Arrangement**”).

In addition, to recognize and reward the contribution of Mr. Yang Wenlong to the growth and development of our Group, we issued 130,793,590 Shares to Future Health Limited as Founder Incentive Shares to Mr. Yang Wenlong. For details, please refer to “Appendix IV — Statutory and General Information — Employee Incentive Scheme” of this document.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

4. Acquisition of equity interest in certain subsidiaries of Dingdang Medicine Express Technology

On April 19, 2021, Dingdang Beijing was established under the laws of the PRC as a sino-foreign joint venture enterprise. Upon establishment, Dingdang Beijing was held by Dingdang Medicine Express Technology and TD HK, as to 99% and 1% of its equity interest, respectively.

On April 28, 2021, Dingdang Beijing acquired 70% of the equity interests in Dingdang Good Health at a cash consideration of RMB2,817,600, 70% of the equity interests in Dingdang Youpin at a cash consideration of RMB1,050,000, and 60% of the equity interests in Dingdang Good Mood at a cash consideration of RMB600,000 from Dingdang Medicine Express Technology.

On May 11, 2021, Dingdang Beijing acquired 85% of the equity interests in Jiangxi Renhetang at a cash consideration of RMB29,101,800, 100% of the equity interests in Jiangxi Dingdang E-Commerce at a cash consideration of RMB27 million, and 75% of the equity interests in Jiangxi Dingdangyun at nil consideration. On the same date, Dingdang Beijing also acquired 52% of the equity interests in Yaofangwang from Dingdang Medicine Express Technology at a cash consideration of RMB218,192,000.

On May 12, 2021, Dingdang Beijing acquired 51% of the equity interests in Dingdang Lexiang from Dingdang Medicine Express Technology at a cash consideration of RMB1,020,000 and 51% of the equity interests in Dingdang Lexiang at a cash consideration of RMB1,020,000 from Dingdang Medicine Express Technology.

On May 26, 2021, the WFOE acquired 99% of the equity interest in Dingdang Beijing held by Dingdang Medicine Express Technology at a cash consideration of RMB277,200,000 and 1% of the equity interest in Dingdang Beijing held by TD HK at a cash consideration of RMB2,800,000. Upon completion of the acquisitions, Dingdang Beijing became a wholly-owned subsidiary of the WFOE.

For the acquisitions mentioned above, the considerations were determined based on commercial negotiation between relevant parties with reference to the paid-up capital/net assets/valuation report of the acquired entities.

5. Enter into Contractual Arrangements

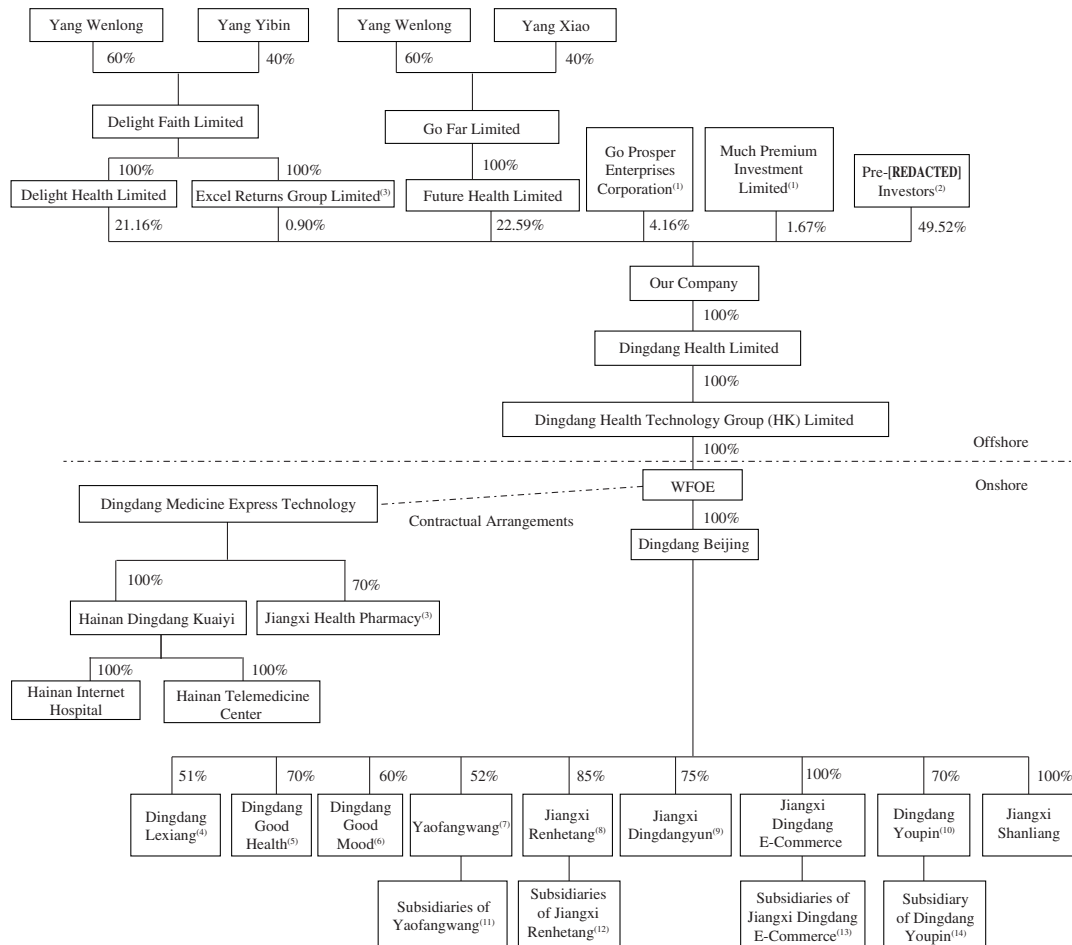
On May 25, 2021, the WFOE, Dingdang Medicine Express Technology, Mr. Yang Wenlong, Dingdang No.1, Dingdang No.2, Dingdang No.3, and Dingdang No.4, entered into Contractual Arrangements, which allow the Company to exercise control over the business operation of Dingdang Medicine Express Technology, Jiangxi Health Pharmacy, Hainan Dingdang Kuaiyi, Hainan Internet Hospital, and Hainan Telemedicine and enjoy all the economic interests derived therefrom. For details, please refer to “Contractual Arrangements”.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

SHAREHOLDING AND CORPORATE STRUCTURE

The following charts illustrate our shareholding and corporate structure (1) immediately after completion of Reorganization but prior to completion of the [REDACTED] and (2) immediately after the completion of the [REDACTED] (assuming that the [REDACTED] has not been exercised).

(1) Immediately after completion of the Reorganization but prior to the completion of the [REDACTED]



Notes:

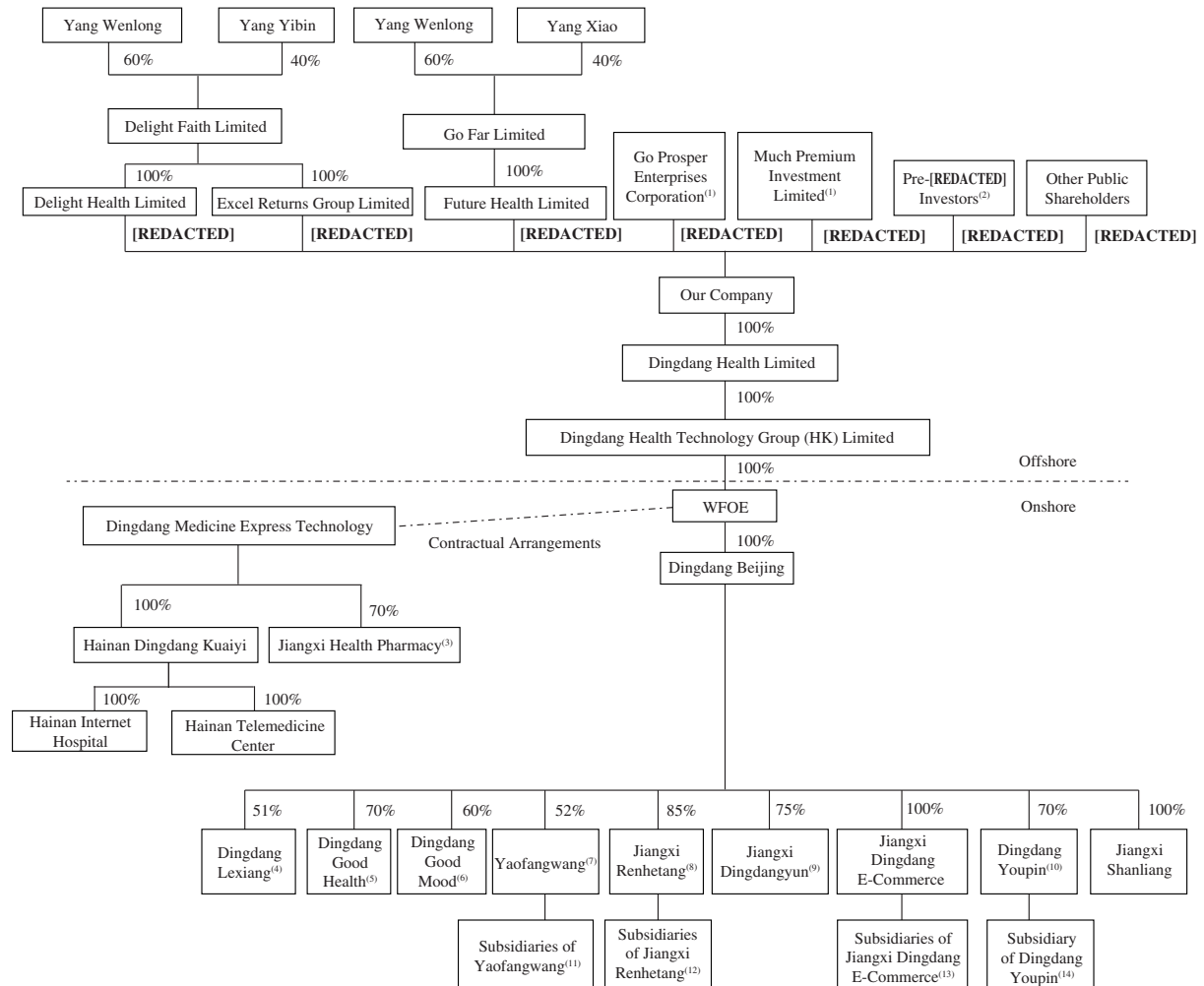
- the shareholders of Go Prosper Enterprise Corporation and Much Premium Investment Limited are the 17 Restricted Share Participants. Xiong Zhonghua (熊忠華) and Luo Meng (蘿萌) are the shareholders of Much Premium Investment Limited. Yu Lei, Xu Ning, Yu Qinglong, Hua Chunguo (化春國), Feng Gang (馮綱), Yao Ting (姚婷), Yu Congguo (余從國), Zhao Yunpeng (趙雲鵬), Song Zilong (宋子龍), Rong Chengzhuang (榮承壯), Liu Kun (劉坤), Su Zhenzhen (蘇珍珍), Zhou Xiaowen (周孝文), Meng Fanzhou (孟繁周) and Wang Xianzhong (汪獻忠) are the shareholders of Go Prosper Enterprise Corporation. Yu Lei, Xu Ning, Yu Qinglong, Hua Chunguo and Feng Gang, by being the directors and/or chief executives of our Company and/or our subsidiaries, are the connected persons of our Company. For details, please refer to “Appendix IV — Statutory and General Information — Employee Incentive Scheme — Restricted Share Scheme”.
- They refer to the Pre-[REDACTED] Investors or their respective offshore investment vehicles, if applicable. Upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised), none of the Pre-[REDACTED] Investors will hold 10% or more of the total issued share capital of our Company and thus the Shares held by the Pre-[REDACTED] Investors will count towards the public float of our Company according to Rule 8.08 of the Listing Rules.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (3) Excel Returns Group Limited is incorporated as a platform to hold Shares to be subscribed by the grantees pursuant to the exercise of the Options granted under the Pre-[REDACTED] Share Option Scheme. It will transfer the Shares to the eligible participants under the Pre-[REDACTED] Share Option Scheme upon vesting and exercise of the Options under the Pre-[REDACTED] Share Option Scheme. The participants of the Pre-[REDACTED] Share Option Scheme shall irrevocably delegate the voting rights in our Company attached to the Shares owned or to be owned by them pursuant to the exercise to Mr. Yang Wenlong or such other person as designated by Mr. Yang Wenlong.
- (4) the remaining 30% equity interest of Jiangxi Health Pharmacy is held by Feng Gang, who holds several positions in our subsidiaries, including the executive director and general manager of Dingdang Smart Pharmacy (Shanghai) Co., Ltd. (叮嚀智慧藥房(上海)有限公司).
- (5) the remaining 37% equity interest of Dingdang Lexiang is held by Zhang Yu (張宇), who is an Independent Third Party, and the remaining 12% equity interest of Dingdang Lexiang is held by Chen Qingyun (陳雲清), who is an Independent Third Party.
- (6) the remaining 30% equity interest of Dingdang Good Health is held by Zhang Zhe (張喆), who is an Independent Third Party.
- (7) the remaining 40% equity interest of Dingdang Good Mood is held by Pan Qingxia (潘青霞), who is an Independent Third Party.
- (8) the remaining 48% equity interest of Yaofangwang is held by Hongji Zhuhai, which is an Independent Third Party other than being the substantial shareholder of Yaofangwang.
- (9) the remaining 15% equity interest of Jiangxi Renhetang is held by Liu Ying (劉英), who is the executive director and general manager of Jiangxi Renhetang.
- (10) the remaining 25% equity interest of Jiangxi Dingdangyun is held by Luo Meng, who is an assistant to the president and the director of the big data center of our Group.
- (11) the remaining 22% equity interest of Dingdang Youpin is held by Hu Dasheng (胡大勝), who is an Independent Third Party, and the remaining 8% equity interest of Dingdang Youpin is held by Zhong Ming (鐘銘), who is the general manager of Dingdang Youpin.
- (12) subsidiaries of Yaofangwang include (i) Renhe Yaofangwang Guohua (Beijing) Medicine Technology Co., Ltd. (仁和藥房網國華(北京)醫藥有限公司) and Nanjing Renhe Yaofangwang Pharmaceutical Technology Co., Ltd. (南京仁和藥房網醫藥科技有限公司), which are directly wholly owned by Yaofangwang; and (ii) Jinan Renhe Yaofangwang Medicine Technology Co., Ltd. (濟南仁和藥房網醫藥有限公司), which is held as to 70% of its equity interest by Yaofangwang and 30% by Lai Mu (賴牧), who is a supervisor of Jinan Renhe Yaofangwang Medicine Technology Co., Ltd.
- (13) the subsidiaries of Jiangxi Renhetang refer to Jiangxi Zhongda Pharmacy Co., Ltd. (江西中達藥業有限公司) and Jiangxi Zhongxuan Daily Chemicals Technology Co., Ltd. (江西中軒日化科技有限公司), which are directly wholly-owned by Jiangxi Renhetang.
- (14) subsidiaries of Jiangxi Dingdang E-Commerce refer to (i) Dingdang Smart Pharmacy (Beijing) Co., Ltd. (叮嚀智慧藥房(北京)有限公司), Beijing Dingdang Wisdom Zhaoxia Pharmacy Co., Ltd. (北京叮嚀智慧朝霞大藥房有限公司), Beijing Dingdang Wisdom Denei Pharmacy Co., Ltd. (北京叮嚀智慧德內大藥房有限公司), Beijing Dingdang Wisdom Yihai Pharmacy Co., Ltd. (北京叮嚀智慧怡海大藥房有限公司), Dingdang Smart Pharmacy (Wuhan) Co., Ltd. (叮嚀智慧藥房(武漢)有限公司), Dingdang Smart Pharmacy (Guangdong) Co., Ltd. (叮嚀智慧藥房(廣東)有限公司), Dingdang Smart Pharmacy (Guangzhou) Co., Ltd. (叮嚀智慧藥房(廣州)有限公司), [Dingdang Smart Pharmacy (Foshan) Co., Ltd. (叮嚀智慧藥房(佛山)有限公司)], Chengdu Dingdang Smart Pharmacy Chain Co., Ltd. (成都叮嚀智慧藥房連鎖有限公司), Smart Pharmacy (Fuzhou) Co., Ltd. (叮嚀智慧藥房(福州)有限公司), Smart Pharmacy (Chongqing) Co., Ltd. (叮嚀智慧藥房(重慶)有限公司), which are directly or indirectly wholly-owned by Jiangxi Dingdang E-Commerce; (ii) Dingdang Smart Pharmacy (Shanghai) Co., Ltd., which is held as to 90% of its equity interest by Jiangxi Dingdang E-Commerce and 10% by Feng Gang; (iii) Dingdang Smart Pharmacy (Tianjin) Co., Ltd. (叮嚀智慧藥房(天津)有限公司), which is held as to 85% of its equity interest by Jiangxi Dingdang E-Commerce and 15% by Wang Xianzhong (汪獻忠), who holds several positions in our subsidiaries, including the executive director and general manager of Hainan Dingdang Kuaiyi; (iv) Dingdang Smart Pharmacy (Nanjing) Co., Ltd. (叮嚀智慧藥房(南京)有限公司), which is held as to 85% of its equity interest by Jiangxi Dingdang E-Commerce and 15% by Feng Gang; (v) Dingdang Smart Pharmacy (Hangzhou) Co., Ltd. (叮嚀智慧藥房(杭州)有限公司), which is held as to 85% of its equity interest by Jiangxi Dingdang E-Commerce and 15% by Feng Gang; (vi) Henan Dingdang Smart Pharmacy Co., Ltd. (河南叮嚀智慧藥房有限公司), which is held as to 70% of its equity interest by Jiangxi Dingdang E-Commerce and 30% by Li Fei (李菲), who is the general manager of Henan Dingdang Smart Pharmacy Co., Ltd.; and (vii) Jiangxi Dingdang Delivery Co., Ltd. (江西叮嚀配送有限公司), which is held as to 70% of its equity interest by Jiangxi Dingdang E-Commerce and 30% by Luo Meng.
- (15) subsidiary of Dingdang Youpin refer to Zhangshu Youpin Pharmacy Co., Ltd. (樟樹市優品大藥房有限公司), which is wholly owned by Dingdang Youpin.

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(2) Immediately after the completion of the [REDACTED] (assuming that the [REDACTED] has not been exercised)



For Notes (1) to (14), please refer to the corresponding notes for the chart under section “SHAREHOLDING AND CORPORATE STRUCTURE — (1) Immediately after completion of the Reorganization but prior to the completion of the [REDACTED]” above.

PRC REGULATORY REQUIREMENTS

M&A Rules

According to the Regulations for Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the “M&A Rules”) jointly issued by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the SAT, the CSRC, the State Administration of Industry and Commerce and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009, if a mainland China company or individual intends to acquire its/his/her related domestic company through an offshore company which it/he/she lawfully established or controls, such acquisition shall be subject to the examination and approval of MOFCOM. The M&A Rules, among other things, further purport to require that an offshore special vehicle, or a special purpose vehicle, formed for listing purposes and controlled directly or indirectly by mainland China companies or individuals, shall obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange, especially in the event that the

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special purpose vehicle acquires shares of or equity interests in the mainland China companies in exchange for the shares of offshore companies. Pursuant to the Manual of Guidance on Administration for Foreign Investment Access (《外商投資准入管理指引手冊》) issued by MOFCOM on December 2008, the M&A Rules do not apply to the transfer of equity interests in established foreign-invested enterprises from mainland China companies or individuals to offshore companies or individuals, regardless of whether there is any associated relationship between the mainland China companies or individuals and offshore companies or individuals, or whether the offshore companies or individuals are existing shareholders or new shareholders of the foreign-invested enterprises.

Jingtian & Gongcheng, our PRC Legal Advisors, is of the opinion that, unless new laws and regulations are enacted or MOFCOM and CSRC publish new provisions or interpretations on the M&A Rules in the future, prior CSRC or MOFCOM approval for the [REDACTED] is not required because (i) before the acquisition of Dingdang Beijing by WFOE on May 26, 2021, Dingdang Beijing is a foreign-invested enterprise rather than a domestic company for the purpose of the M&A Rules and (ii) the Contractual Arrangements do not fall within the acquisition of domestic companies by offshore companies or individuals under the M&A Rules. However, uncertainties still exist as to how the M&A Rules and other PRC laws and regulations will be interpreted and implemented or whether the relevant authorities would promulgate further requirements.

SAFE Registration

Pursuant to the SAFE Circular on Foreign Exchange Administration of Overseas Investment, Financing and Round-trip Investments Conducted by Domestic Residents through Special Purpose Vehicles (《關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) (the "SAFE Circular 37"), promulgated by SAFE and which replaced the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Round-trip Investment Through Offshore Special Purpose Vehicles (《關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》) (the "SAFE Circular 75") which became effective on July 14, 2014, (i) a mainland China resident must register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (the "Overseas SPV") that is directly established or indirectly controlled by the mainland China resident for the purpose of conducting investment or financing, and (ii) following the initial registration, the mainland China resident is also required to register with the local SAFE branch for any major change in respect of the Overseas SPV, including, among other things, a change of Overseas SPV's mainland China resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV's capital, share transfer or swap, and merger or division. Pursuant to SAFE Circular 37, failure to comply with these registration procedures may result in penalties.

Pursuant to the SAFE Circular on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) (the "SAFE Circular 13"), promulgated by SAFE which became effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE to local banks where the assets or interest in the domestic entity are located.

As advised by Jingtian & Gongcheng, our PRC Legal Advisors, Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao and the 17 Restricted Share Participants, who are known to us as PRC citizens, have completed the registration under the SAFE Circular 37.