

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

We were incorporated in the Cayman Islands on January 30, 2018 under the Cayman Companies Act as an exempted company with limited liability. Accordingly, our corporate affairs and our Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of certain aspects of the Cayman Islands company law and a summary of certain provisions of our Memorandum and Articles of Associations are set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document.

Our registered place of business in Hong Kong is at 14th Floor, Golden Center, 188 Des Voeux Road Central, Hong Kong. We were registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on June 7, 2021. Mr. Li Ching Yi of 14th Floor, Golden Center, 188 Des Voeux Road Central, Hong Kong has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

2. Changes in the Share Capital of Our Company

As of the date of incorporation of our Company, our Company had an authorized share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each. Upon its incorporation, one share was allotted and issued to an initial subscriber who is an Independent Third Party. On June 1, 2018, the authorized share capital of the Company was changed to HK\$110,000 divided into 11,000,000 shares of HK\$0.01 each.

On April 28, 2019, the authorized share capital of our Company was increased from HK\$110,000 divided into 11,000,000 shares of HK\$0.01 each to HK\$170,000 divided into 17,000,000 shares of HK\$0.01 each by the creation of additional 6,000,000 shares of HK\$0.01 each (the “**2019 Increase**”). Immediately following the 2019 Increase, the authorized share capital was re-classified and re-designated such that the authorized share capital of the Company was changed to HK\$170,000 divided into (i) 10,972,541 Ordinary Shares of par value HK\$0.01 each, (ii) 267,906 Series Seed Preferred Shares of par value HK\$0.01 each, (iii) 322,632 Series A Preferred Shares of par value HK\$0.01 each, (iv) 688,719 Series A+ Preferred Shares of par value HK\$0.01 each, (v) 2,059,132 Series B Preferred Shares of par value HK\$0.01 each, (vi) 937,254 Series B+ Preferred Shares of par value HK\$0.01 each and (vii) 1,751,816 Series C Preferred Shares of par value HK\$0.01 each.

On June 20, 2020, the authorized share capital of our Company was amended so that our Company was authorized to issue a maximum of 17,000,000 shares divided into (i) 10,435,371 Ordinary Shares, (ii) 267,906 Series Seed Preferred Shares, (iii) 322,632 Series A Preferred Shares, (iv) 688,719 Series A+ Preferred Shares, (v) 2,059,132 Series B Preferred Shares, (vi) 937,254 Series B+ Preferred Shares, (vii) 1,751,816 Series C Preferred Shares, and (viii) 537,170 Series D Preferred Shares, each with a par value of HK\$0.01 per share, by the re-designation of 537,170 authorized but unissued Ordinary Shares as Series D Preferred Shares.

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On November 21, 2020, the authorized share capital of our Company was increased and amended so that our Company’s authorized share capital became HK\$500,000 divided into (i) 22,559,096 Ordinary Shares, (ii) 267,906 Series Seed Preferred Shares, (iii) 322,632 Series A Preferred Shares, (iv) 688,719 Series A+ Preferred Shares, (v) 2,059,132 Series B Preferred Shares, (vi) 937,254 Series B+ Preferred Shares, (vii) 1,751,816 Series C Preferred Shares, (viii) 7,958,858 Series D Preferred Shares, (ix) 3,454,587 Series D+ Preferred Shares, and (x) 10,000,000 Series E Preferred Shares, each with a par value of HK\$0.01 per share.

On June 25, 2021, immediately prior to the completion of 2021 Financing, each of our issued and unissued shares of par value HK\$0.01 was subdivided into 10 shares of par value of HK\$0.001 (the “**Share Subdivision**”). Upon completion of the Share Subdivision, the authorized share capital of our Company became HK\$500,000 divided into (i) 225,590,960 Ordinary Shares of par value HK\$0.001 each, (ii) 2,679,060 Series Seed Preferred Shares of par value HK\$0.001 each, (iii) 3,226,320 Series A Preferred Shares of par value HK\$0.001 each, (iv) 6,887,190 Series A+ Preferred Shares of par value HK\$0.001 each, (v) 20,591,320 Series B Preferred Shares of par value HK\$0.001 each, (vi) 9,372,540 Series B+ Preferred Shares of par value HK\$0.001 each, (vii) 17,518,160 Series C Preferred Shares of par value HK\$0.001 each, (viii) 79,588,580 Series D Preferred Shares of par value HK\$0.001 each, (ix) 34,545,870 Series D+ Preferred Shares of par value HK\$0.001 each, and (x) 100,000,000 Series E Preferred Shares of par value HK\$0.001 each.

3. [REDACTED]

Pursuant to the resolutions passed by our shareholders on [●], our Directors were authorized to allot and issue on the [REDACTED] a total of [REDACTED] Shares credited as fully paid at par to the shareholders whose name is registered on the register of members of our Company as at the date of the shareholders’ resolutions in proportion to their respective shareholdings in our Company (as nearly as possible without fractions) by capitalizing the sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued shall rank *pari passu* in all respects with the then existing issued Shares.

Save as disclosed in this document and as mentioned in “– 4. Resolutions of the Shareholders of the Company Passed on [●]” below, there has been no alteration in the authorized share capital of our Company since its incorporation.

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4. Changes in the Share Capital of Our Subsidiary

Our subsidiaries are set out in the Accountant's Report, the text of which is set out in Appendix I to this document. The following alteration in the share capital of our subsidiaries has taken place within the two years immediately preceding the date of this document:

(1) *3D Medicines*

On March 19, 2019, the registered capital of 3D Medicines was converted from RMB10,000,000 to US\$1,491,200, and was increased on the same day from US\$1,491,200 to US\$100,000,000.

On June 15, 2020, the registered capital of 3D Medicines was increased from US\$100,000,000 to US\$121,768,707.

On November 20, 2020, the registered capital of 3D Medicines was increased from US\$121,768,707 to US\$128,887,290.

On January 14, 2021, the registered capital of 3D Medicines was decreased from US\$128,887,290 to US\$107,118,583.

On May 24, 2021, the registered capital of 3D Medicines was increased from US\$107,118,583 to US\$119,735,390.

(2) *3DMed Beijing*

On August 7, 2020, the registered capital of 3DMed Beijing was increased from RMB50,000,000 to RMB200,000,000.

Save as disclosed above, there has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

5. Resolutions of the Shareholders of the Company Passed on [●]

Pursuant to the resolutions passed by our shareholders on [●], among others things:

- (a) the Memorandum and Articles of Association were conditionally adopted, and will come into effect on the [REDACTED];

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- (b) conditional on (1) the Listing Committee granting the [REDACTED] of, and permission to [REDACTED] in, the Shares in issue and to be issued as mentioned in this document; and (2) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and the [REDACTED] not being terminated in accordance with the terms therein or otherwise:
- (i) the re-designation and the re-classification of all issued and unissued Preferred Shares into Shares on a one to one basis was approved;
 - (ii) our Directors were authorized to capitalize HK\$[REDACTED] standing to the credit of the share premium account of our Company and to apply such sum in paying up in full at par [REDACTED] Shares for allotment and issue to holders of shares whose name appear on the register of members of our Company as at the date of passing of the resolution in proportion to their then existing respective shareholdings in our Company (as near as possible without involving fractions so that no fraction of a share shall be allotted and issued);
 - (iii) the [REDACTED] was approved and our Directors were authorized to effect the same and to allot and issue the [REDACTED] pursuant to the [REDACTED];
 - (iv) the grant of the [REDACTED] by our Company to the [REDACTED] to allot and issue up to 15% of the [REDACTED] initially available under the [REDACTED] to cover, among other things, the over-allocations in the [REDACTED] was approved; and
 - (v) the proposed [REDACTED] was approved, and our Directors were authorized to implement such [REDACTED].
- (d) a general unconditional mandate was granted to our Directors to allot, issue and deal with Shares, and to make or grant offers, agreements, or options which might require such Shares to be allotted and issued or dealt with at any time subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, shall not exceed 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the [REDACTED].

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders [or upon the exercise of the [REDACTED] or under the Share Incentive Schemes]. This general mandate to issue Shares will remain in effect until:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under the applicable laws or the Articles of Association; or

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(iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting of our Company;

whichever is the earliest;

(e) a general unconditional mandate was granted to our Directors to exercise all powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the [REDACTED] (excluding Shares which may be allotted and issued upon the exercise of the [REDACTED] or under the Share Incentive Schemes).

This mandate only relates to repurchase made on the Stock Exchange or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose) and made in accordance with all applicable laws and regulations and the requirements of the Listing Rules. This general mandate to repurchase Shares will remain in effect until:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting of our Company;

whichever is the earliest; and

(f) the general unconditional mandate as mentioned in paragraph (c) above would be extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (d) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following completion of the [REDACTED], excluding any Shares which may fall to be allotted and issued pursuant to the exercise of the [REDACTED] or under the Share Incentive Scheme).

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6. Restrictions on Repurchase

This section sets out information required by the Stock Exchange to be included in this document concerning the repurchase by us of our own Shares.

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary [REDACTED] on the Stock Exchange to repurchase their own Shares on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) Shareholders' Approval

All proposed repurchase of Shares (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of Funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the constitutive documents of a listed company, the laws of the jurisdiction in which the listed company is incorporated or otherwise established. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, we may make repurchases out of our profits, out of sums standing to the credit of our share premium account, out of the proceeds of a fresh issue of shares for the purposes of the repurchase or, if authorised by our Articles of Association and subject to the Cayman Companies Act, out of capital. Any amount of premium payable on the repurchase over the par value must be made out of our profits, sums standing to the credit of our share premium account or, if authorised by our Articles of Association and subject to the Cayman Companies Act, out of capital.

(b) Reasons for Repurchase

Our Directors believe that it is in the best interest of us and our Shareholders for our Directors to have general authority from the Shareholders to enable us to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit us and our Shareholders.

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(c) Funding of Repurchases

In repurchasing securities, we may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Cayman Companies Act and other applicable laws of the Cayman Islands and the Listing Rules. On the basis of our current financial condition as disclosed in this document and taking into account our current working capital position, our Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on our working capital and/or our gearing position as compared with the position disclosed in this document. However, our Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

(d) General

Exercise in full of the current repurchase mandate, on the basis of [REDACTED] Shares in issue after completion of the [REDACTED] and the [REDACTED] (without taking into account of the Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), could accordingly result in up to [REDACTED] Shares being repurchased by us during the period prior to:

- (i) the conclusion of our next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles of Association to be held; or
- (iii) the date on which the repurchase mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to us or our subsidiaries. Our Directors have undertaken with the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules, the Memorandum and Articles of Association, the Cayman Companies Act and any other applicable laws of the Cayman Islands.

If, as a result of a repurchase of our Shares pursuant to the repurchase mandate, a Shareholder's proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of us and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

No core connected person, as defined in the Listing Rules, has notified us that he/she or it has a present intention to sell his/her or its Shares to us, or has undertaken not to do so, if the repurchase mandate is exercised.

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B. FURTHER INFORMATION ABOUT THE BUSINESS OF THE COMPANY

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Group within the two years preceding the date of this document and are or may be material:

- (a) [REDACTED].

2. Our Material Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, our material registered trademarks were as follows:

<u>No.</u>	<u>Trademark</u>	<u>Place of registration</u>	<u>Name of registered proprietor</u>	<u>Registration no.</u>	<u>Class</u>	<u>Expiry date</u>
1	思路迪	PRC	3D Medicines	13351884	44	January 6, 2025
2	思路迪	PRC	3D Medicines	18741240	5	February 6, 2027
3	思路迪	PRC	3D Medicines	18741295	42	February 6, 2027
4	思路迪	PRC	3D Medicines	20749939	42	September 13, 2027
5	思路迪	PRC	3D Medicines	20749938	44	September 13, 2027
6	思路迪	PRC	3D Medicines	20749941	5	September 13, 2027
7	思路迪	PRC	3D Medicines	33033182	37	June 27, 2029
8	3DMed	PRC	3D Medicines	15958021	5	February 20, 2026
9	3DMed	PRC	3D Medicines	15958133	42	February 20, 2026
10	3DMed	PRC	3D Medicines	15958239	44	February 20, 2026
11	3DMed	PRC	3D Medicines	19840384	5	June 20, 2027
12	3DMed	PRC	3D Medicines	19840385	44	June 20, 2027



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<u>No.</u>	<u>Trademark</u>	<u>Place of registration</u>	<u>Name of registered proprietor</u>	<u>Registration no.</u>	<u>Class</u>	<u>Expiry date</u>
13	3DMed	PRC	3D Medicines	19840386	35	June 20, 2027
14	3DMed	PRC	3D Medicines	19840387	42	June 20, 2027
15	3DMed	PRC	3D Medicines	33033180	37	July 6, 2029
16	3DMed	PRC	3D Medicines	33033181	10	September 27, 2029
17	思路迪	PRC	3D Medicines	33033183	10	April 6, 2031
18	思路迪	PRC	3D Medicines	18406160	35	December 27, 2026
19		PRC	3D Medicines	58090711	5	February 6, 2032
20		PRC	3D Medicines	58072223	35	February 13, 2032
21		PRC	3D Medicines	58081704	42	February 6, 2032
22		PRC	3D Medicines	58067165	44	February 13, 2032
23	思路迪医药	PRC	3D Medicines	58077588	5	February 13, 2032
24	思路迪医药	PRC	3D Medicines	58064448	42	February 13, 2032
25	思路迪医药	PRC	3D Medicines	58069951	44	February 13, 2032
26	易康韦	PRC	3DMed Beijing	56637945	5	December 27, 2031
27	易康韦	PRC	3DMed Beijing	56642324	35	December 27, 2031
28	易康韦	PRC	3DMed Beijing	56617675	42	December 27, 2031
29	易康韦	PRC	3DMed Beijing	56647518	44	December 27, 2031
30	易扶力	PRC	3DMed Beijing	56646353	5	December 27, 2031
31	易扶力	PRC	3DMed Beijing	56640790	35	December 27, 2031

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<u>No.</u>	<u>Trademark</u>	<u>Place of registration</u>	<u>Name of registered proprietor</u>	<u>Registration no.</u>	<u>Class</u>	<u>Expiry date</u>
32	易扶力	PRC	3DMed Beijing	56635676	42	December 27, 2031
33	易扶力	PRC	3DMed Beijing	56620467	44	December 27, 2031
34	易利倍特	PRC	3DMed Beijing	56630078	5	December 27, 2031
35	易利倍特	PRC	3DMed Beijing	56632427	35	December 27, 2031
36	易利倍特	PRC	3DMed Beijing	56617698	42	December 27, 2031
37	易利倍特	PRC	3DMed Beijing	56643909	44	December 27, 2031
38	易维恩	PRC	3DMed Beijing	56637777	5	December 27, 2031
39	易维恩	PRC	3DMed Beijing	56632405	35	February 20, 2032
40	易维恩	PRC	3DMed Beijing	56617717	42	December 27, 2031
41	易维恩	PRC	3DMed Beijing	56633214	44	December 27, 2031
42	易倍朗	PRC	3DMed Beijing	56624149	35	December 27, 2031
43	易倍朗	PRC	3DMed Beijing	56617706	42	December 27, 2031
44	易倍朗	PRC	3DMed Beijing	56618080	44	December 27, 2031
45	恩法利玛	PRC	3DMed Beijing	56621166	5	December 27, 2031
46	恩法利玛	PRC	3DMed Beijing	56622902	35	December 27, 2031
47	恩法利玛	PRC	3DMed Beijing	56622949	42	December 27, 2031
48	恩法利玛	PRC	3DMed Beijing	56620481	44	December 27, 2031
49	思路康瑞	PRC	3DMed Sichuan	56638907	5	December 27, 2031
50	思路康瑞	PRC	3DMed Sichuan	56633075	35	December 27, 2031
51	思路康瑞	PRC	3DMed Sichuan	56627005	42	December 27, 2031

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No.	Trademark	Place of registration	Name of registered proprietor	Registration no.	Class	Expiry date
52		PRC	3D Medicines	62546255	44	July 27, 2032
53		PRC	3D Medicines	62546264	44	July 27, 2032
54	思路迪 思路迪 思路迪	Hong Kong	Our Company	304647088	5, 10, 35, 42, 44	August 24, 2028
55	思路迪 思路迪 思路迪	Hong Kong	Our Company	304647079	5, 10, 35, 42, 44	August 24, 2028
56	3DMed 3DMed 3DMed	Hong Kong	Our Company	304647781	5, 10, 35, 42, 44	August 27, 2028

As of the Latest Practicable Date, we have applied for the registration of the following trademarks in the PRC which we considered to be material to our business:

No.	Name of Applicant	Application No.	Trademark	Class	Application Date
1	3DMed Beijing	58083733		44	July 29, 2021
2	3DMed Beijing	58062576		44	July 29, 2021
3	3D Medicines	61733760	思路迪	35	December 27, 2021

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No.	Name of Applicant	Application No.	Trademark	Class	Application Date
4	3D Medicines	62553716	 思路迪医药 3D Medicines	5	February 11, 2022
5	3D Medicines	62549273	 思路迪医药 3D Medicines	35	February 11, 2022
6	3D Medicines	62556148	 思路迪医药 3D Medicines	42	February 11, 2022
7	3D Medicines	62554726	 思路迪医药 3D Medicines	5	February 11, 2022
8	3D Medicines	62555846	 思路迪医药 3D Medicines	35	February 11, 2022
9	3D Medicines	62554152	 思路迪医药 3D Medicines	42	February 11, 2022
10	3DMed Beijing	64869446	瑞思普	5	May 25, 2022
11	3DMed Beijing	64858454	恩得安	5	May 25, 2022
12	3DMed Beijing	64870759	恩迪达	5	May 25, 2022
13	3DMed Beijing	64869553	泽思华	5	May 25, 2022
14	3DMed Beijing	64881064	恩瑞坦	5	May 25, 2022
15	3DMed Beijing	64877122	泽利达	5	May 25, 2022
16	3DMed Beijing	64868930	恩达信	5	May 25, 2022
17	3DMed Beijing	64879361	恩合利	5	May 25, 2022
18	3DMed Beijing	64862967	利诺克	5	May 25, 2022
19	3DMed Beijing	64864212	恩维提	5	May 25, 2022
20	3DMed Beijing	64870510	安替利	5	May 25, 2022
21	3DMed Beijing	64864568	恩替利	5	May 25, 2022

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No.	Name of Applicant	Application No.	Trademark	Class	Application Date
22	3DMed Beijing	64859420	恩盖利	5	May 25, 2022
23	3DMed Beijing	65366171	Enrilong	5	June 17, 2022
24	3DMed Beijing	65361227	Paren	5	June 17, 2022
25	3DMed Beijing	65371534	Rexkeylen	5	June 17, 2022
26	3DMed Beijing	65758808	恩维安	5	July 5, 2022
27	3DMed Beijing	65755191	恩维诺	5	July 5, 2022
28	3DMed Beijing	65763815	泽尔舒	5	July 5, 2022

(b) Patents

For material patents and patent applications of our Group as of the Latest Practicable Date, please refer to the paragraphs headed “Business – Intellectual Property” in this document for more details.

(c) Domain Names

As of the Latest Practicable Date, our material domain names were as follows:

No.	Domain name	Registrant	Date of registration	Expiry date
1.	3d-medicines.com	3D Medicines	August 13, 2019	August 13, 2029

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(d) Copyright

<u>No.</u>	<u>Owner of copyright</u>	<u>Name of copyright</u>	<u>Type of copyright</u>	<u>Registration number</u>	<u>Date of registration</u>
1	3D Medicines	New Drug R&D Management System V1.0 (新藥研發管理系統V1.0)	Software	2018SR1067116	March 12, 2017
2	3DMed Beijing	Medicine Medical Affairs and Drug Safety Management System Software V1.0 (醫藥醫學事物與藥物安全管理系統軟體V1.0)	Software	2020SR0956892	June 30, 2018
3	3DMed Beijing	Correlation analysis system of immunohistochemistry and drug response V1.0 (免疫組化與藥物回應的關聯分析系統V1.0)	Software	2020SR0957306	December 20, 2018
4	3DMed Beijing	Medical clinical research management system V1.0 (醫藥臨床研究管理系統V1.0)	Software	2020SR0958276	August 30, 2017
5	3D Medicines	Biomedical R&D personnel management and control system V1.0 (生物醫藥研發人員管控系統V1.0)	Software	2021SR2004344	October 15, 2020
6	3D Medicines	Biomedical electronic data collection system V1.0 (生物醫藥電子數據採集系統V1.0)	Software	2021SR1812032	March 22, 2021
7	3D Medicines	Biomedical Visualization System V1.0 (生物醫藥視覺化系統V1.0)	Software	2021SR1812031	January 20, 2021
8	3D Medicines	Biomedical data analysis system V1.0 (生物醫藥資料分析系統V1.0)	Software	2021SR1812118	June 2, 2021
9	3D Medicines	Biomedical Safety Analysis System V1.0 (生物醫藥安全性分析系統V1.0)	Software	2021SR1812117	May 14, 2021
10	3D Medicines	High Throughput Drug Screening Analysis System V1.0 (高通量藥物篩選分析系統V1.0)	Software	2021SR1812116	August 26, 2021

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<u>No.</u>	<u>Owner of copyright</u>	<u>Name of copyright</u>	<u>Type of copyright</u>	<u>Registration number</u>	<u>Date of registration</u>
11	3D Medicines	Drug Screening Data Analysis System V1.0 (藥物篩選資料分析系統V1.0)	Software	2021SR1812054	September 6, 2021
12	3D Medicines	Biomedical Risk and Management System V1.0 (生物醫藥風險與管理系統V1.0)	Software	2021SR2002249	March 10, 2020
13	3D Medicines	Biomedical report management software V1.0 (生物醫藥報告管理軟體V1.0)	Software	2021SR2002248	May 18, 2020
14	3D Medicines	Pharmaceutical basic file management and quality control software V1.0 (醫藥基本檔管理及質控軟體V1.0)	Software	2021SR2002247	June 25, 2020
15	3D Medicines	Biomedical R&D Resource Service Platform Software V1.0 (生物醫藥研發資源服務平臺軟體V1.0)	Software	2021SR2002210	July 24, 2020
16	3D Medicines	Biomedical R&D Business Management System V1.0 (生物醫藥研發業務管理系統V1.0)	Software	2021SR2002211	December 9, 2020
17	3D Medicines	Biomedical Project R&D Smart Platform V1.0 (生物醫藥項目研發智慧平臺V1.0)	Software	2021SR2004343	December 9, 2020
18	3DMed Beijing	Medical project delivery management software V1.0 (醫藥專案交付管理軟體V1.0)	Software	2021SR1991251	November 25, 2020
19	3DMed Beijing	Biotherapeutic Monoclonal Antibody Epitope Mapping Analysis Software V1.0 (生物治療性單克隆抗體表位元作圖分析軟體V1.0)	Software	2021SR1949450	October 28, 2021

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<u>No.</u>	<u>Owner of copyright</u>	<u>Name of copyright</u>	<u>Type of copyright</u>	<u>Registration number</u>	<u>Date of registration</u>
20	3DMed Beijing	Biological laboratory data management platform V1.0 (生物實驗室資料管理平臺V1.0)	Software	2021SR1949447	November 10, 2021
21	3DMed Beijing	Biological antibody sequence identification and analysis software V1.0 (生物抗體序列識別及分析軟體V1.0)	Software	2021SR1949448	October 25, 2021
22	3DMed Beijing	Automatic separation software V1.0 (自動化分離軟體V1.0)	Software	2021SR1991265	October 23, 2020
23	3DMed Beijing	Protein Drug Molecular Analysis Software V1.0 (蛋白藥物分子分析軟體V1.0)	Software	2021SR1949449	June 18, 2021
24	3DMed Beijing	Project file management in control system V1.0 (專案檔案管理於控制系統V1.0)	Software	2021SR1949376	June 18, 2020
25	3DMed Beijing	Medical risk and problem management software V1.0 (醫藥風險與問題管理軟體V1.0)	Software	2021SR1949345	December 25, 2019
26	3DMed Beijing	Medical Document Translation System V1.0 (醫藥文獻翻譯系統V1.0)	Software	2021SR1949445	September 25, 2019
27	3DMed Beijing	Medical tools and settings management software V1.0 (醫藥工具與設置管理軟體V1.0)	Software	2021SR1949377	November 28, 2019
28	3DMed Beijing	R & D inventory management software V1.0 (研發庫存管理軟體V1.0)	Software	2021SR1949446	December 28, 2020

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

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C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

The following table sets out the interests and short positions of our Directors and chief executive of our Company immediately following completion of the [REDACTED] (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]) in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once our Shares are listed:

Name of Director/ Chief Executive	Capacity/nature of interest ⁽¹⁾	Name of company	Number of Shares immediately after the completion of the [REDACTED] ⁽³⁾ and the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total share capital of our Company after the [REDACTED] ⁽³⁾ and [REDACTED] (assuming no exercise of the [REDACTED])	Approximate percentage of shareholding in the total share capital of our Company after the [REDACTED] ⁽³⁾ and the [REDACTED] (assuming the [REDACTED] is fully exercised) ⁽⁴⁾
Dr. Gong	Interest of controlled corporation ⁽⁵⁾	Our Company	[REDACTED]	[REDACTED]%	[REDACTED]%
	Interest held through voting powers entrusted by other persons ⁽⁶⁾		[REDACTED]	[REDACTED]%	[REDACTED]%
Zhu Pai	Interest held through voting powers entrusted by other persons ⁽⁷⁾	Our Company	[REDACTED]	[REDACTED]%	[REDACTED]%

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Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Shares in issue immediately after completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be issued upon the exercise of the [REDACTED]).
- (3) Pursuant to the resolutions passed by our shareholders on [●], our Directors were authorized to allot and issue on the [REDACTED] a total of [REDACTED] Shares credited as fully paid at par to the shareholders whose name is registered on the register of members of our Company as at the date of the shareholders’ resolutions in proportion to their respective shareholdings in our Company (as nearly as possible without fractions) by capitalizing the sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and [REDACTED] shall rank *pari passu* in all respects with the then existing issued Shares.
- (4) The calculation is based on the total number of [REDACTED] Shares in issue immediately after completion of the [REDACTED] and the [REDACTED] (including such amount of Shares to be issued assuming the exercise of [REDACTED] in full).
- (5) Dr. Gong is the sole director and sole shareholder of Dragon Prosper Holdings Limited and is deemed to be interested in the Shares held by Dragon Prosper Holdings Limited.
- (6) Immunal Medixin US Limited and certain other entities are share incentive platforms managed by KASTLE LIMITED as trustee, who, in accordance with the trust deed, acts in accordance with Dr. Gong’s instructions when exercising voting rights attached to the Shares held by itself. Dr. Gong is deemed to be interested in the Shares held by the trustee of the Immunal Medixin US Limited.
- (7) Shenzhen Efung is interested in our Shares through its affiliate, Shanghai Zhenlu Enterprise Management Consulting Partnership (Limited Partnership). Shenzhen Efung’s executive partner is Shenzhen Efung Investment Management Enterprise (L.P.), which is in turn owned as to 51% by Shenzhen Efung Holding. Shenzhen Efung Holding is in turn owned as to 54% and 23% by Mr. Zhu Jinqiao and Mr. Zhu Pai respectively. Mr. Zhu Jinqiao and Mr. Zhu Pai shall act in concert in relation to the exercising of their voting rights in Shenzhen Efung Holding. Accordingly, each of Shenzhen Efung, Shanghai Zhenlu Enterprise Management Consulting Partnership (Limited Partnership), Shenzhen Efung Investment Management Enterprise (L.P.), Shenzhen Efung Holding, Mr. Zhu Pai and Mr. Zhu Jinqiao are deemed to be interested in the Shares held by Shanghai Zhenlu Enterprise Management Consulting Partnership (Limited Partnership).

(b) *Interests of the substantial shareholders in the Shares*

Save as disclosed in the section headed “Substantial Shareholders,” immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

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2. Particulars of Directors’ Service Contracts and Letters of Appointment

Our executive Director has entered into a service contract with our Company on [●] and we have issued letters of appointment to our non-executive Directors and each of our independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (a) for a term of 3 years commencing from [●] and (b) are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of our Directors has entered, or has proposed to enter, a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

3. Emoluments of Directors

The aggregate amount of fees, salaries, allowances and retirement benefit scheme contributions we paid to our Directors in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB1,300,000, RMB2,700,000 and RMB1,125,000, respectively.

The aggregate amount of equity-settled share award expenses paid or payable by us to the Directors in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately nil, RMB76,973,000 and RMB29,556,000, respectively.

It is estimated that emoluments and benefits in kind equivalent to approximately RMB65.54 million in aggregate will be paid and granted to our Directors by us in respect of the financial year ended December 31, 2022 under arrangements in force at the date of this document.

The aggregate amount of fees, salaries, allowances and retirement benefit scheme contributions we paid to our five highest paid individuals (including both employees and Directors) in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB11,667,000, RMB10,805,000 and RMB9,102,000, respectively.

The aggregate amount of equity-settled share award expenses paid or payable by us to the Directors in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB239,000, RMB137,694,000 and RMB37,717,000, respectively.

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None of our Directors or any past directors of any member of the Group has been paid any sum of money for each of the two financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 as (a) an inducement to join or upon joining the Company; or (b) for loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the two financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022.

4. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or our chief executive has any interest or short position in the Shares, underlying Shares or debentures of us or any of our associated corporations (within the meaning of Part XV the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the Shares are listed on the Stock Exchange;
- (b) none of our Directors is aware of any person (not being a Director or chief executive of the Company) who will, immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] [and the exercise of options which were granted under the Share Incentive Scheme]), have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group; and
- (c) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of the Company have any interests in the five largest customers or the five largest suppliers of the Group.

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D. SHARE INCENTIVE SCHEME

1. Share Incentive Scheme

(a) *Purpose and Principal Terms*

The purpose of the Share Incentive Scheme (the “**Share Incentive Scheme**”) is to recognize and motivate the contributions the grantees under the Share Incentive Scheme (the “**Grantee(s)**”), provide incentives for them to remain with our Company, and attract suitable personnel for our further development. The Share Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options by our Company to subscribe for new shares. The principal terms of the Share Incentive Scheme are as follows:

- (i) **Award:** An award under the Share Incentive Scheme (“**Award(s)**”) gives a Participant a conditional right upon the vesting of the Award to obtain either Shares or an equivalent value in cash with reference to the market value of the Shares on or about the date of vesting, as determined by the ESOP Department in its absolute discretion, less any tax, fees, levies, stamp duty and other applicable charges. An award may include, if so specified by the ESOP administration department (the “**ESOP Department**”) in its entire discretion, cash and non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares from the date that the Award is granted to the date that it vests.
- (ii) **Award Price:** Each Participant shall pay RMB1 as the Award price to accept the Awards granted to such Participant.
- (iii) **Scheme Limit:** Number of shares that may be delivered under the Share Incentive Scheme are no more than 20% of the total number of Shares in issue on the [REDACTED] may be delivered to the eligible Participants.
- (iv) **Participants:** Participants of the Share Incentive Scheme (the “**Participants**”) include the following:
 - (i) the Employees or officers (including executive, non-executive and independent non-executive directors of the Group);
 - (ii) any person or entity (including but not limited to consultants engaged by the company services to the Group) that provides research, development, consultancy and other technical or operational or administrative support to the Group; and

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- (iii) any other persons including former employees who, in the sole opinion of the ESOP Department, have contributed or will contribute to the Company or any of its Subsidiaries.
- (v) **Term:** The Share Incentive Scheme shall be valid and effective for the period of ten years commencing on June 22, 2021, after which period no further Awards will be granted. In spite of this, the Share Incentive Scheme in all other respects remain in full force and effect and Awards that are granted during the Term may continue to be exercisable in accordance with their terms of issue.
- (vi) **Administration:** The Share Incentive Scheme shall be subject to the administration of the ESOP Department set up and authorized by the Board of the Company. The ESOP Department has the right to (i) interpret and construe the provisions of the Share Incentive Scheme, (ii) determine the persons who will be granted Awards, the terms on which Awards are granted and the time when the Award(s) so awarded may vest, (iii) make such appropriate and equitable adjustments to the terms of the Awards granted as it deems necessary, (iv) appoint independent third party professionals and contractors to assist in the administration of the Share Incentive Scheme, delegate such powers and/or functions, and make any other decisions or determination relating to the administration of the Share Incentive Scheme as the ESOP Department deems appropriate. All decisions made by the ESOP Department is final and binding on all parties.
- (vii) **Trustee:** the ESOP Department may appoint independent trustee to assist in the administration and vesting of the Awards and has appointed KASTLE LIMITED, trustee service provider and an Independent Third Party, to administer the granting and vesting of the Award(s).

(b) Restrictions on Grant

No Grant shall be made to, nor shall any Grant be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules (where applicable) or by any other applicable rules, regulations or law.

A Grant must not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:

- (i) the date of the meeting of the Board of the Company (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

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- (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no Award may be granted. Such period will cover any period of delay in the publication of a results announcement.

The ESOP Department may not grant any Awards to any Participants in any of the following circumstances:

- (i) the requisite approvals for that Grant from any applicable regulatory authorities have not been obtained;
- (ii) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of the Awards or in respect the Share Incentive Scheme, unless the ESOP Department determines otherwise;
- (iii) the Grant would result in a breach by the Company, the Subsidiaries or any of the directors of any applicable securities laws, rules or regulations; or
- (iv) where such Grant would result in a breach of the limits of the Share Incentive Scheme.

(c) *Grant to Directors*

Where any Award is proposed to be granted to a director of any members of the Group, it shall not be granted on any day on which the financial results of the Company are published and during the period of:

- (i) 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

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(d) Grant to Connected Persons

Any grant to any director, chief executive officer or substantial shareholder of any member of the Group, or any of their respective associates (as defined in the Listing Rules), shall be subject to the prior approval of the independent non-executive directors (excluding the independent non-executive director who is the proposed grantee of the Awards in question) and shall otherwise be subject to compliance with the requirements of the Listing Rules. Notwithstanding the foregoing, any grant of an Award to a director pursuant to Rule 14A.73(6) of the Listing Rules will be exempted from reporting, announcement and independent Shareholders' approval requirements if the Award forms part of the relevant director's remuneration under his/her service contract.

(e) Grant to PRC resident

If the Grantee is a PRC resident, he or she shall not be entitled to exercise any Award until:

- (i) to the extent applicable, any restriction or condition imposed by the relevant PRC laws, regulations and notices in relation to the subscription of or dealing in shares of overseas listed companies by PRC residents or any law, regulation or notice with similar effects have been abolished or removed or ceased to be applicable to the Participant or the Participant has obtained approval, exemption or waiver from the relevant PRC regulatory authorities for the subscription of and dealing in the Shares; and
- (ii) he or she has given a representation to the Company to the effect that he or she has satisfied all the relevant laws, regulations and notices in exercising the Award.

(f) Rights attached to Awards

The Award(s) do not carry any right of a Shareholder unless and until such Shares underlying the Award are actually transferred to the Grantee upon the vesting of the Award(s). Unless otherwise specified by the ESOP Department in its entire discretion in the Notice of Grant, Grantees do not have any rights to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any Shares underlying an Award.

(g) Awards to be Personal to the Grantee

Unless otherwise approved by the Company in writing (to the extent permitted by law), an unvested AWARD shall be personal to the Grantee and shall not be assignable or transferable by the Grantee provided that following the Grantee's death, unvested Award(s) may be transferred by will or by the laws of testacy and distribution. The terms of the Scheme and the Notice of Grant shall be binding upon the executors, administrators, heirs, successors and assignees of the Grantee.

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(h) Vesting and lock-up

Subject to the terms of the Share Incentive Scheme and the specific terms and conditions applicable to each Award, the Award(s) granted in an Award shall be subject to a vesting period (if any) and/or the satisfaction of performance and/or other conditions (if any) to be determined by the ESOP Department in its absolute discretion. If such conditions are not satisfied, the vesting date of the Award(s) shall be postponed for one year. If the vesting terms and conditions of the postponed Award(s) are not satisfied at the postponed vesting date, the Award(s) shall automatically lapse.

Upon fulfillment or waiver of the vesting period and vesting criteria (if any) applicable to a Grantee, a vesting notice shall be sent to the Grantee by the ESOP Department, or by any other means the ESOP Department so determines in its sole discretion from time to time, confirming (a) the extent to which the vesting period and conditions have been fulfilled or waived, and (b) the number of Shares vested.

The Grantee is required to execute, after receiving the vesting notice, certain documents set out in the vesting notice that the ESOP Department considers necessary (which may include, without limitation, a certification to the Group that he or she has complied with all the terms and conditions set out in the Share Incentive Scheme and the Notice of Grant).

The Awards being vested and exercised may be subject to lock-up periods as the Department may determine. For the purposes of vesting and unlocking of the Award(s), the ESOP Department may release the Award(s) to the selected Participants by transferring the number of underlying Shares in respect of the Award(s) to the selected Participants in such manner as determined by it from time to time. The ESOP Department shall inform the Trustee the number of underlying Shares in respect of the Award(s) being transferred and released to the selected Participant in the manner as determined by the ESOP Department.

If the vesting conditions are not satisfied and no waiver of such condition is granted, the Award(s) shall be cancelled according to conditions as determined by the ESOP Department in its absolute discretion.

In the event that the Grantee fails to execute the required documents within three months after receiving the Vesting Notice, the vested Award(s) will lapse.

Notwithstanding the foregoing, if any relevant parties of the Share Incentive Scheme would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable laws, regulations or rules within the period specified above, the date on which the relevant Shares shall be transferred (as the case may be) to the Grantee shall occur as soon as possible after the date when such dealing is permitted by the Listing Rules or by any other applicable laws, regulations or rules.

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(i) Rights on a Takeover

In the event a general offer by way of voluntary offer, takeover or otherwise (other than by way of scheme of arrangement) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the vesting date of any Award(s), the ESOP Department shall, prior to the offer becoming or being declared unconditional, determine at its absolute discretion whether such Award shall vest and the period within which such Award shall vest. If the ESOP Department determines that such Award(s) shall vest, it shall notify the Grantee that the Award(s) shall vest and the period within which such Award(s) shall vest.

(j) Rights on a Scheme of Arrangement

In the event a general offer for Shares by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of shareholders at the requisite meetings prior to the vesting of any Award(s), the ESOP Department shall, prior to such meetings, determine at its absolute discretion whether such Award(s) shall vest and the period within such Award(s) shall vest. If the ESOP Department determines that such Award(s) shall vest, it shall notify the Grantee that the Award(s) shall vest and the period within which such Award(s) shall vest.

(k) Rights on a Voluntary Winding-up

In the event a notice is given by the Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company prior to the vesting date of any Award(s), the ESOP Department shall determine at its discretion whether such Award(s) shall vest, and the period when such Award(s) shall vest and in the latter case, the unvested Award(s) must be vested and effected by no later than two Business Days before the day of the proposed shareholders' meeting. If the ESOP Department determines that such Award(s) shall vest, it shall notify the Grantee that the Award(s) shall vest and the period within which such Award(s) shall vest.

(l) Rights on a Compromise or Arrangement

In the event of a compromise or arrangement, other than a scheme of arrangement contemplated above, between the Company and its members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the ESOP Department shall determine at its discretion whether such Award(s) shall vest, and the period when such Award(s) shall vest. If the ESOP Department determines that such Award(s) shall vest, it shall notify the Grantee that the Award(s) shall vest and the period within which such Award(s) shall vest.

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(m) Lapse and cancellation of Award

An unvested Award shall be lapsed and cancelled automatically upon the earliest of:

- (i) the date of the termination of Grantee's employment or service by the Company or any of its Subsidiaries for cause;
- (ii) the date of the termination of Grantee's employment or service with the Company or the Subsidiaries is terminated for any reason other than for cause (including by reason of resignation, retirement, death, disability or non-renewal of the employment or service agreement upon its expiration for any reason other than for cause);
- (iii) the date on which the offer (or, as the case may be, revised offer) made in connection with a general or voluntary offer closes;
- (iv) the record date for determining entitlements under the scheme of arrangement referred above closes;
- (v) the date of the commencement of the winding-up of the Company;
- (vi) the date on which the Grantee commits a breach of paragraph (g) above; or
- (vii) the date on which it is no longer possible to satisfy any outstanding conditions to vesting.

The ESOP Department shall have the right to determine what constitutes cause, whether the Grantee's employment has been terminated for cause, the effective date of such termination and whether someone is a Competitor, and such determination by the ESOP Department shall be final and conclusive.

Unless the ESOP Department determines otherwise in its absolute discretion, the Grantee or his/her legal personal representative is entitled to exercise vested Award(s) by serving the application for exercising unvested Award(s) within one month following the occurrence of the termination of Grantee's employment or service with the Company or the Subsidiaries which is terminated for any reason other than for cause (including by reason of resignation, retirement, death, Disability or non-renewal of the employment or service agreement upon its expiration for any reason other than for cause).

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Subject to the applicable laws, the vested Award(s) prior to being exercised and the underlying shares or proceeds obtained by the Grantee from exercising the vested Award(s) less the exercise price of the Grantee's Award(s) shall be returned by the Grantee to the Company per the ESOP Department's request following the occurrence of one or more of the following events:

- (i) the Grantee's employment is terminated by the Company or any of its Subsidiaries for Cause; or
- (ii) the Grantee either: (a) becomes an officer, director, employee, consultant, adviser, partner of or stockholder or other proprietor owning more than 5% interest in any Competitor; or (b) knowingly performs any act that may confer a competitive benefit or advantage upon any Competitor,

at any time before or within 12 months after the Grantee's employment is terminated by the Company or any of its Subsidiaries for any reason.

(n) Further restrictions on Award

The Grantee shall not be entitled to sell, transfer or deal with the Shares underlying the Award(s) granted pursuant to the Share Incentive Scheme upon the occurrence of one or more of the following events:

- (i) the Grantee's employment is terminated by the Company or any of its Subsidiaries for Cause; or
- (ii) the Grantee either: (a) becomes an officer, director, employee, consultant, adviser, partner of or stockholder or other proprietor owning more than 5% interest in any Competitor; or (b) knowingly performs any act that may confer a competitive benefit or advantage upon any Competitor,

at any time before or within 12 months after the Grantee's employment is terminated by the Company or any of its Subsidiaries for any reason.

If the Grantee sells, transfers or deals with the Shares in breach of the above, the Grantee shall pay the Company the proceeds or consideration obtained (less the exercise price of the Grantee Award(s)) as a result of such breach upon demand by the Company.

The ESOP Department may at any time cancel any unvested AWARD granted to a Grantee subject to consent by the Grantee. Where the Company cancels unvested Award(s) and makes a grant of new Award(s) to the same Grantee, such Grant may only be made with available Award(s) to the extent not yet granted (excluding the cancelled Award(s)).

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Notwithstanding the aforesaid in this paragraph, in each case, the ESOP Department may in its absolute discretion decide that any Award(s) shall not be cancelled or determine subject to such conditions or limitations as the ESOP Department may decide.

(o) Reorganization of Capital Structure

In the event of an alteration in the capital structure of the Company, by way of capitalization of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, reduction of the share capital, amongst others, of the Company, whilst any Award(s) has not vested, such corresponding alterations (if any) shall be made to the number or nominal amount of Shares subject to the Award(s) so far as unvested as the Auditors or an approved independent financial adviser shall certify in writing, either generally or as regard any particular Grantee, to have in their opinion, fairly and reasonably satisfied the requirement that such adjustments give a Participant the same proportion (or rights in respect of the same proportion) of the share capital of the Company as that to which that Grantee was previously entitled, but that no such adjustments be made to the extent that a Share would be issued at less than its nominal value.

However, in the case of any [REDACTED] or share sub-division to be implemented by the Company as required for the purpose of the [REDACTED], no such certification by the Auditors or a financial advisor shall be required.

(p) Amendment of the Share Incentive Scheme

Save for any material amendments to the Share Incentive Scheme, the Scheme may be altered in any respect by a resolution of the ESOP Department. The ESOP Department's determination as to whether any proposed alteration to the terms and conditions of the Share Incentive Scheme is material shall be conclusive, provided in each case that such decision is made in accordance with the Articles of the Company and any applicable laws.

(q) Termination of the RSU Scheme

The Board of the Company or the ESOP Department may at any time terminate the operation of the Share Incentive Scheme and in such event no further Award(s) will be offered but in all other respects the provisions of this Scheme shall remain in full force and effect in respect of Award(s) which are granted during the life of this Scheme and which remain unvested immediately prior to the termination of the operation of the Share Incentive Scheme.

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(r) General

An application has been made to the Listing Committee of the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, the Shares underlying any Awards which may be granted pursuant to the Share Incentive Scheme. As of October 6, 2022, all of the Shares issued to the Share Incentive Platforms have been granted to eligible employee participants by our Company under the Share Incentive Scheme. All such granted Shares are expected to be vested prior to the [REDACTED]. The vested Shares shall remain in the ESOP Trusts, subject to the lock-up periods as determined by the ESOP administration department but in any event shall remain in the ESOP Trusts for at least six months upon [REDACTED].

The following table summarizes the number of RSUs under the Scheme granted to Directors, senior management and connect persons of the Company as of the Latest Practicable Date.

Name of Grantees of RSUs	Position	Number of Shares underlying the RSUs granted	Date of Grant	Vesting Period	Exercise Price (HK\$)	Approximate percentage of issued Shares immediately after completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised) ^(Note 1)
Gong Zhaolong	Executive Director and Chief executive officer	5,384,031	September 30, 2021	(Note 2)	2.2078	[REDACTED]%
		5,384,031		(Note 2)	0.0010	[REDACTED]%
	3,238,782	October 6, 2022	(Note 3)	2.2078	[REDACTED]%	
	10,757,039		(Note 3)	0.0010	[REDACTED]%	
Zhang Jing	Chief financial officer	697,150	September 30, 2021	(Note 3)	2.2078	[REDACTED]%
		697,150		(Note 2)	0.0010	[REDACTED]%
Xiao Shen	Chief strategy officer and chief medical officer	360,000	September 30, 2021	(Note 2)	2.2078	[REDACTED]%
		360,000		(Note 2)	0.0010	[REDACTED]%
Lin Yihui	Head of the translational medical center	1,075,780	September 30, 2021	(Note 3)	2.2078	[REDACTED]%
		145,000		(Note 2)	2.2078	[REDACTED]%
		145,000		(Note 2)	0.0010	[REDACTED]%
He Yue	Quality assurance senior director	64,180	September 30, 2021	(Note 3)	2.2078	[REDACTED]%
		77,500		(Note 2)	2.2078	[REDACTED]%
		77,500		(Note 2)	0.0010	[REDACTED]%

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Notes:

1. The calculation is based on the total number of [REDACTED] Shares in issue immediately after completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be issued upon the exercise of the [REDACTED]).
2. The vesting schedule for these RSUs is: 100% to be vested prior to the [REDACTED].
3. The vesting schedule for these RSUs is: 100% to be vested on the date of grant.

Details of the Share Incentive Scheme, including particulars and movements of the RSUs granted during each financial year of our Company, and our employee costs arising from the grant of the RSUs will be disclosed in our annual report.

E. OTHER INFORMATION

1. Estate Duty

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

2. Litigation

Except as disclosed in this document, as of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against any member of our Group, that would have a material adverse effect on our Group's results of operations or financial condition, taken as a whole.

3. Preliminary expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

4. Promoter

Our Company has no promoter for the purpose of the [REDACTED]. Within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

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5. Taxation of Holders of Shares

(1) *Hong Kong*

Dealings in Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.13% of the consideration or, if higher, the value of the Shares being sold or transferred. Dividends paid on Shares will not be subject to tax in Hong Kong and no tax is imposed in Hong Kong in respect of capital gains. However, profits from dealings in the Shares derived by persons carrying on a business of trading or dealings in securities in Hong Kong arising in or derived from Hong Kong may be subject to Hong Kong profits tax. The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for a grant of representation in respect of holders of Shares whose death occurs on or after February 11, 2006.

(2) *Cayman Islands*

There is no stamp duty payable in the Cayman Islands on transfers of shares of Cayman Islands companies save for those which hold interests in land in the Cayman Islands.

(3) *Consultation with professional advisers*

Potential investors in the [REDACTED] are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our Shares (or exercising rights attached to them). None of us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our Shares.

6. Application for [REDACTED]

The Joint Sponsors has made an application on behalf of our Company to the Listing Committee of the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, the Shares in issue and to be issued as mentioned in this document. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

7. No Material Adverse Change

Our Directors confirmed that up to the date of this document, there has been no material adverse change in the financial or trading position or prospect of our Group since May 31, 2022 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

APPENDIX IV STATUTORY AND GENERAL INFORMATION

8. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this document are as follows:

<u>Name</u>	<u>Qualifications</u>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
China Securities (International) Corporate Finance Company Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Ernst & Young	Certified public accountants Registered public interest entity auditor
Commerce & Finance Law Offices Conyers Dill & Pearman	PRC Legal Advisers Cayman Islands attorneys-at-law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant
Han Kun Law Offices	Legal adviser as to PRC intellectual property laws

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

9. Consents

Each of the experts named in paragraph headed “8. Qualifications of Experts” above has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters and/or the references to their names included herein in the form and context in which they are respectively included.

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10. Joint Sponsors’ Independence

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Particularly, China Securities (International) Corporate Finance Company Limited as one of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules, considering that (i) CSCI sponsor group (CSCI and China Securities (International) Corporate Finance Company Limited, together with other fellow subsidiaries, collectively, the “**CSCI sponsor group**”) through CSCI holds 2.24% (less than 5%) of the number of issued shares of the Company as of the date of this document; (ii) CSCI sponsor group has no representative at the Board of the Company and is not involved in the management of the Company; and (iii) as disclosed in the paragraphs headed “History, Development and Corporate Structure – Pre-[REDACTED] Investments – Pre-[REDACTED] Exchangeable Loan” in this document, CNCB is an Independent Third Party of China Securities (International) Corporate Finance Company Limited and therefore if CNCB elects to exercise its Exchange Right in full within the Exchange Period, its potential shareholding in the Company immediately following the [REDACTED] will not cause any impact on the satisfaction of the independence criteria under Rule 3A.07 by China Securities (International) Corporate Finance Company Limited.

The Joint Sponsors’ fees payable by us in respect of the Joint Sponsors’ services as sponsor for the [REDACTED] are USD[REDACTED].

11. Agency Fees and Commissions Received

The [REDACTED] will receive an [REDACTED] commission as referred to in the section headed “[REDACTED].”

12. Bilingual Document

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

13. Binding Effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

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14. Miscellaneous

Save as otherwise disclosed in this document:

- (a) none of our Directors or experts referred to in the paragraph headed "E. Other Information – 8. Qualifications of Experts" of this appendix has any direct or indirect interest in the promotion of us, or in any assets which have within two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (b) none of our Directors or experts referred to in the paragraph headed "E. Other Information – 8. Qualifications of Experts" of this appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (c) within the two years preceding the date of this document, no share or loan capital of the Company or any of its subsidiaries has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (d) within the two years preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of the Group;
- (e) within the two years preceding the date of this document, no commission has been paid or is payable (except commissions to sub-[REDACTED]) for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any Shares in our Company;
- (f) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (g) no founder, management or deferred shares of the Company or any of its subsidiaries have been issued or have been agreed to be issued;
- (h) none of the equity and debt securities of the Company is listed or dealt in on any stock exchange (other than the Stock Exchange) nor is any [REDACTED] or permission to [REDACTED] being or proposed to be sought;
- (i) the Group has no outstanding convertible debt securities or debentures;
- (j) there is no arrangement under which future dividends are waived or agreed to be waived;
- (k) the English text of this document shall prevail over their respective Chinese text; and
- (l) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this document.

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Resignation of Directors during the Track Record Period

Dr. Xiong Lei, Mr. Chen Lei, Mr. Xiong Minghua, Mr. He Ming, Mr. Zhang Liang, Mr. Wang Feng, Mr. Tang Renhong, Mr. Yan Shi and Mr. Wu Gang resigned as Directors during the Track Record Period for the following reasons:

(a) *The Shareholder-appointed Directors*

Dr. Xiong Lei, Mr. Chen Lei, Mr. Xiong Minghua, Mr. He Ming, Mr. Zhang Liang, Mr. Wang Feng, and Mr. Tang Renhong (the “**Shareholder-appointed Directors**”) were appointed as Directors by certain of the then shareholders of the Company pursuant to the then effective articles of association and shareholders’ agreements. Dr. Xiong Lei and Mr. Zhang Liang were appointed by Hopeway Development Limited. Mr. Wang Feng and Mr. Tang Renhong were appointed by Simcere. Mr. Chen Lei was jointly appointed by Lucion VC 5 Limited and Glory Gain Engineering Limited. Mr. Xiong Minghua was jointly appointed by Pavilion Soar Limited, JAS Investment Group Limited and Aves Capital Holdings Limited. Mr. He Ming was appointed by Tasly International Capital Limited.

The Shareholder-appointed Directors were not involved in the day-to-day management of the Company during their tenure.

Upon the introduction of each Pre-[REDACTED] Investment, new shareholders’ agreements were agreed and entered into among the then shareholders, which stipulated the director nomination rights of certain shareholders. As a result of the change in the Pre-[REDACTED] Investors’ director nomination rights due to dilution to such shareholders or at the unilateral decision of such shareholders, each of the Shareholder-appointed Directors resigned on a voluntary and amicable basis to release seats from the Board to be occupied by the new Directors appointed by the Pre-[REDACTED] Investors who were granted director nomination rights following the completion of the relevant Pre-[REDACTED] Investments. Each of the Shareholder-appointed Directors has confirmed that he/she has no disputes with the Group and its shareholders.

(b) *Mr. Yan Shi*

Mr. Yan Shi was appointed as an independent non-executive Director (with effect from [REDACTED]), and resigned on December 20, 2021 since he would be a proposed director and chairman of Qingdao Hainuo Investment Development Co., Ltd. (青島海諾投資發展有限公司), who holds 10.54% equity interest in our subsidiary 3D Medicines as at the Latest Practicable Date. Mr. Yan has confirmed that he has no disputes with the Group and its Shareholders.

(c) *Mr. Wu Gang*

Mr. Wu Gang was appointed as a Director on June 24, 2021. He voluntarily resigned on July 8, 2022 to focus on his other personal commitments. Mr. Wu has confirmed that he has no disputes with the Group and its Shareholders.