
APPENDIX IV**STATUTORY AND GENERAL INFORMATION**

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES**1. Incorporation of our Company**

Our Company, MedSci Healthcare Holdings Limited, was incorporated as an exempted company with limited liability in the Cayman Islands on June 22, 2021. Our registered office address is at 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009 Cayman Islands. Accordingly, our Company’s corporate structure and Memorandum and Articles are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Companies Act”.

Our principal place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on May 31, 2022 with the Registrar of Companies in Hong Kong. Ms. Kwan Sau In (關秀妍) has been appointed as the authorized representative of our Company for the acceptance of service of process and any notices required to be served on the Company in Hong Kong. The address for service of process or notice is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

As at the date of this Document, our Company’s head office is located at 18/F, Building 34, No. 258, Xinzhuan Road, Songjiang District, Shanghai, PRC.

2. Changes in the share capital of our Company

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this Document:

- (a) On June 22, 2021, our Company was incorporated as an exempted company with limited liability in the Cayman Islands with an authorized share capital of US\$50,000 divided into 50,000 ordinary shares with a par value of US\$1.00 each. On the same day, one ordinary share with a par value of US\$1.00 was issued to Ogier Global Subscriber (Cayman) Limited.
- (b) On July 9, 2021, the one ordinary share with a par value of US\$1.00 was transferred to Microhealth Limited from Ogier Global Subscriber (Cayman) Limited.
- (c) On September 24, 2021, our Company carried out a share subdivision, pursuant to which our one ordinary share with a par value of US\$1.00 was divided into 10,000 Ordinary Shares with a par value of US\$0.0001 per share, and the authorized share capital of our Company became US\$50,000 divided into 500,000,000 Ordinary Shares. After completion of the aforesaid share subdivision above:
 - (i) our 6,000,000 authorized but unissued Ordinary Shares were canceled and re-designated as Series A Preferred Shares;

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- (ii) our 6,000,000 authorized but unissued Ordinary Shares were canceled and re-designated as Series B Preferred Shares;
- (iii) our 100,000,000 authorized but unissued Ordinary Shares were canceled and re-designated as Series C Preferred Shares.

Following the re-designation above, the authorized share capital of the Company became US\$50,000 divided into (i) 388,000,000 Ordinary Shares with a par value of US\$0.0001 each, (ii) 6,000,000 Series A Preferred Shares with a par value of US\$0.0001 each, (iii) 6,000,000 Series B Preferred Shares with a par value of US\$0.0001 each, and (iv) 100,000,000 Series C Preferred Shares with a par value of US\$0.0001 each.

On the same day, our Company allotted and issued shares in the following manner:

- (i) 276,245 Ordinary Shares with a par value of US\$0.0001 each to Dighealth Limited;
 - (ii) 2,832,254 Ordinary Shares with a par value of US\$0.0001 each to Dtx Health Limited;
 - (iii) 484,331 Ordinary Shares with a par value of US\$0.0001 each to Meilong Limited;
 - (iv) 836,978 Ordinary Shares with a par value of US\$0.0001 each to Meiyue Limited;
 - (v) 3,620,408 Ordinary Shares with a par value of US\$0.0001 each to Microhealth Limited;
 - (vi) 96,941 Series B Preferred Shares with a par value of US\$0.0001 each to Microleap Limited; and
 - (vii) 242,353 Series B Preferred Shares with a par value of US\$0.0001 each to Sinodigital Limited;
- (d) On November 25, 2021, our Company issued 754,015 Series C Preferred Shares with a par value of US\$0.0001 each to Image Frame Investment (HK) Limited;
 - (e) On April 25, 2022, our Company allotted and issued shares in the following manner:
 - (i) 1,077,315 Series A Preferred Shares with a par value of US\$0.0001 each to Dragon Step Ventures Limited;
 - (ii) 242,353 Series B Preferred Shares with a par value of US\$0.0001 each to Gleaming Global Investments Limited;

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- (iii) 111,482 Series A Preferred Shares with a par value of US\$0.0001 each to YCHK Investments Ltd;
- (iv) 111,482 Series A Preferred Shares with a par value of US\$0.0001 each to Control Button Limited; and
- (v) 111,482 Series A Preferred Shares with a par value of US\$0.0001 each to Color Stone Investment Co., Ltd;
- (f) On May 6, 2022, 71,813 Ordinary Shares with a par value of US\$0.0001 each were transferred to Suzhou Lintai from Microhealth Limited, which were re-designated as 71,813 Series B Preferred Shares with a par value of US\$0.0001 each on the same day; and
- (g) On [•], the authorized share capital of the Company was increased from US\$50,000 divided into 500,000,000 shares of US\$0.0001 each, of which 388,000,000 were designated as Ordinary Shares, 6,000,000 were designated as Series A Preferred Shares, 6,000,000 were designated as Series B Preferred Shares and 100,000,000 were designated as Series C Preferred Shares with a par value of US\$0.0001 each, to US\$[REDACTED] divided into [REDACTED] shares of US\$0.0001 each, of which [REDACTED] were designated as Ordinary Shares, [REDACTED] were designated as Series A Preferred Shares, [REDACTED] were designated as Series B Preferred Shares and [REDACTED] were designated as Series C Preferred Shares by creation of an additional of [REDACTED] Shares.

On the [REDACTED], each of the Series A Preferred Shares, Series B Preferred Shares and Series C Preferred Shares will be converted into one Ordinary Share immediately prior to the completion of the [REDACTED] and the [REDACTED], and the authorized share capital of the Company will become US\$[REDACTED] divided into [REDACTED] Shares with a par value of US\$0.0001 each.

Save as disclosed herein, there has been no alteration in our share capital and no redemption, repurchase or sale of any of our share capital since our incorporation.

3. Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED] on the Stock Exchange. See “History, Reorganization and Corporate Structure” for information relating to the Reorganization.

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4. Changes in the share capital of our subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report as set out in Appendix I.

Save as disclosed below, there has been no alteration in the share capital of any of our subsidiaries or Consolidated Affiliated Entities within the two years immediately preceding the date of this Document.

Shanghai MedSci

- (a) On September 27, 2020, the registered capital of Shanghai MedSci increased from RMB9,694,118 to RMB10,178,824.
- (b) On April 19, 2021, the registered capital of Shanghai MedSci changed from RMB10,178,824 to RMB10,053,624.

Shanghai Chungu

On November 18, 2021, the registered capital of Shanghai Chungu increased from RMB1,000,000 to RMB10,000,000.

5. Resolutions of the Shareholders of our Company dated [•], 2022

Written resolutions of our Shareholders were passed on [•], 2022, pursuant to which, among others:

- (a) the authorized share capital of the Company was increased from US\$50,000 divided into 500,000,000 shares of US\$0.0001 each, of which 388,000,000 were designated as Ordinary Shares, 6,000,000 were designated as Series A Preferred Shares, 6,000,000 were designated as Series B Preferred Shares and 100,000,000 were designated as Series C Preferred Shares with a par value of US\$0.0001 each, to US\$[REDACTED] divided into [REDACTED] shares of US\$0.0001 each, of which [REDACTED] were designated as Ordinary Shares, [REDACTED] were designated as Series A Preferred Shares, [REDACTED] were designated as Series B Preferred Shares and [REDACTED] were designated as Series C Preferred Shares by creation of an additional of [REDACTED] Shares;
- (b) conditional upon [REDACTED], all of the Series A Preferred Shares, Series B Preferred Shares and Series C Preferred Shares (whether issued or unissued) will be converted and re-designated to Shares on a one-to-one basis, such that the authorized share capital of the Company upon the [REDACTED] will be US\$[REDACTED] divided into [REDACTED] Shares;

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- (c) conditional on [the conditions stated in the section headed “Structure of the [REDACTED] — Conditions of the [REDACTED]” in this Document being fulfilled or waived by the [REDACTED] and the [REDACTED] (on behalf of the [REDACTED] and the [REDACTED])]:
- (i) the [REDACTED] and the [REDACTED] (including the [REDACTED]) were approved, and the Board (or any committee thereof established by the Board pursuant to the Articles) was authorized to make or effect the same as it thinks fit, and the Directors were authorized to determine the [REDACTED] for, and to allot and issue the [REDACTED] and the Shares under the [REDACTED], and the Board (or any committee thereof established by the Board pursuant to the Articles) was authorized to allot, issue and approve the transfer of such number of Shares in connection with the [REDACTED];
 - (ii) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted and issued or dealt with, otherwise than by way of the [REDACTED], rights issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by the Company from time to time granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association on a specific authority granted by our Shareholders in general meeting, shall not exceed 20% of the number of the Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED], excluding any Shares to be issued pursuant to the exercise of the [REDACTED];
 - (iii) a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all powers of our Company to repurchase Shares on the Hong Kong Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED], excluding any Shares which may be issued pursuant to the exercise of the [REDACTED];

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- (iv) the general unconditional mandate as mentioned in paragraph (ii) above was extended by the addition to the aggregate number 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 the aggregate number of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (iii) above (up to 10% of the number of the Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED], excluding any Shares to be issued pursuant to the exercise of the [REDACTED]); and
- (d) our Company conditionally approved and adopted the Memorandum and the Articles with effect from [REDACTED].

Each of the general mandates referred to in sub-paragraphs (a)(ii) and (a)(iii) above will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in a general meeting either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; and
- the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

6. Repurchase of our own securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this Document concerning the repurchase of our own securities.

Provision of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

Shareholders' approval

All proposed repurchases of securities (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 in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

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Pursuant to a resolution passed by our Shareholders on [•], 2022, the Repurchase Mandate was given to our Directors authorizing them to exercise all the powers of our Company to repurchase Shares on the Hong Kong Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED]), with such mandate to expire at the earliest of (a) the conclusion of the next annual general meeting of our Company, (b) the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association and (c) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Source of funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles and the applicable laws of Hong Kong and the Cayman Islands. A listed company may not purchase 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. As a matter of laws of the Cayman Islands, any purchases by our Company may be made out of profits or share premium account of our Company or out of the proceeds of a fresh issue of shares made for the purpose of the purchase or, if so authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or our share premium account before or at the time the shares are purchased, if so authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital.

Trading restrictions

A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

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The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

Status of repurchased Shares

The listing of all purchased securities (whether on the Stock Exchange or otherwise) is automatically canceled and the relative certificates must be canceled and destroyed.

Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchases of Shares after inside information has come to its knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company’s results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for our Company to publish an announcement of our Company’s 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 in each case ending on the date of the results announcement, our Company may not repurchase Shares on the Stock Exchange unless the circumstances are exceptional.

Reporting requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company’s annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

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Core connected persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person,” that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules), and a core connected person shall not knowingly sell their securities to the company.

Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a general authority from the Shareholders to enable our Company 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 our Company and Shareholders.

Funding of repurchases

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

On the basis of the current financial position as disclosed in this Document and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Company as compared with the position disclosed in this Document. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Company which, in the opinion of the Directors, are from time to time appropriate for our Company.

General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but not taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]), could accordingly result in [REDACTED] Shares being repurchased by our Company during the period prior to the earliest occurrence of (a) the conclusion of the next annual general meeting of our Company; (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws of Hong Kong to be held; or (c) the revocation or variation of the purchase mandate by an ordinary resolution of the Shareholders in general meeting (the “**Relevant Period**”).

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None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company 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.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS**1. Summary of material contracts**

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

- (1) an exclusive business cooperation agreement (獨家業務合作協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Hefei Kang’en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), Zhang Fabao (張發寶) and Yang Chun (楊春) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) agreed to provide technical, management, consultancy and other supporting services to Hefei Kang’en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);

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- (2) an exclusive technical service and management consultancy agreement (獨家技術服務及管理諮詢協議) entered into between Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) agreed to provide exclusive technical services to Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (3) an exclusive call option agreement (獨家購買權協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), Zhang Fabao (張發寶) and Yang Chun (楊春) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) or its designated purchaser was irrevocably granted the right to purchase all or part of the direct or indirect interests in Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (4) a shareholders' rights entrustment agreement (股東權利委託協議) entered into among Zhang Fabao (張發寶), Yang Chun (楊春), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司) dated November 5, 2021, pursuant to which Zhang Fabao (張發寶) and Yang Chun (楊春) irrevocably authorized and entrusted Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), its designated directors or the successor thereof to exercise all of his/their respective rights as shareholders of Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (5) a shareholders' power of attorney executed by Zhang Fabao (張發寶) and Yang Chun (楊春) on November 5, 2021 in favor of Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), pursuant to which Zhang Fabao (張發寶) and Yang Chun (楊春) authorized and appointed Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), as their agent to act on their behalf to exercise or delegate the exercise of all their rights as the shareholders of Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (6) an equity pledge agreement entered into among Zhang Fabao (張發寶), Yang Chun (楊春), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司) dated November 5, 2021, pursuant to which each of Zhang Fabao (張發寶) and Yang Chun (楊春) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of his equity interests and rights in Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai Meiyi

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Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Zhang Fabao (張發寶) and Yang Chun (楊春) under the Hefei Kang'en Contractual Arrangements;

- (7) an exclusive business cooperation agreement (獨家業務合作協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司), Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) and Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) agreed to provide technical, management, consultancy and other supporting services to Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司) and Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司);
- (8) an exclusive technical service and management consultancy agreement (獨家技術服務及管理諮詢協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司) and Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) agreed to provide exclusive technical services to Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology

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- Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司) and Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司);
- (9) an exclusive call option agreement (獨家購買權協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司), Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) or its designated purchaser was irrevocably granted the right to purchase all or part of the direct or indirect interests in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司) and Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司);
- (10) a shareholders’ rights entrustment agreement (股東權利委託協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇

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州啟斯企業管理諮詢合夥企業(有限合夥), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) dated November 5, 2021, pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), its designated directors or the successor thereof was irrevocably authorized and entrusted to exercise all of the rights as shareholders of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司);

- (11) a shareholders’ power of attorney executed by Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏獭企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) on November 5, 2021 in favor of Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), pursuant to which Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) was authorized and appointed as their agent to act on their behalf to exercise or delegate the exercise of all their rights as the shareholders of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司);
- (12) an equity pledge agreement entered into among Li Xinmei (李欣梅), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Li Xinmei (李欣梅) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of her equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information

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Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Li Xinmei (李欣梅) under the Shanghai MedSci Contractual Arrangements;

- (13) an equity pledge agreement entered into among Zhang Fabao (張發寶), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Zhang Fabao (張發寶) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of his equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Zhang Fabao (張發寶) under the Shanghai MedSci Contractual Arrangements;
- (14) an equity pledge agreement entered into among Yang Chun (楊春), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Yang Chun (楊春) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of his equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Yang Chun (楊春) under the Shanghai MedSci Contractual Arrangements;
- (15) an equity pledge agreement entered into among Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology

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Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;

- (16) an equity pledge agreement entered into among Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;
- (17) an equity pledge agreement entered into among Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;

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- (18) an equity pledge agreement entered into among Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;
- (19) an equity pledge agreement entered into among Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;
- (20) an equity pledge agreement entered into among Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first

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priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;

- (21) an equity pledge agreement entered into among Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;
- (22) an equity pledge agreement entered into among Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯

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網醫院(廣州)有限公司) and Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) under the Shanghai MedSci Contractual Arrangements;

- (23) an equity pledge agreement entered into among Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)), Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated November 5, 2021, pursuant to which Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) unconditionally and irrevocably agreed to pledge and grant first priority security interests over all of its equity interests and rights in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司) for the purpose of securing the performance of the contractual obligations of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) under the Shanghai MedSci Contractual Arrangements;
- (24) a spouse undertaking dated November 5, 2021 executed by Zhang Fabao (張發寶), the spouse of Li Xinmei (李欣梅) who is a shareholder of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司);
- (25) a spouse undertaking dated November 5, 2021 executed by Li Xinmei (李欣梅), the spouse of Zhang Fabao (張發寶) who is a shareholder of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司);
- (26) a spouse undertaking dated November 5, 2021 executed by Shao Changyan (邵長燕), the spouse of Yang Chun (楊春) who is a shareholder of Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司);
- (27) a spouse undertaking dated November 5, 2021 executed by Li Xinmei (李欣梅), the spouse of Zhang Fabao (張發寶) who is a shareholder of Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (28) a spouse undertaking dated November 5, 2021 executed by Shao Changyan (邵長燕), the spouse of Yang Chun (楊春) who is a shareholder of Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司);
- (29) an equity transfer agreement (股權轉讓協議) dated September 10, 2020, entered into among Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)) and

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Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), pursuant to which Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)) transferred 1.15% equity interests in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)) at a consideration of RMB23 million;

- (30) an equity transfer agreement (股權轉讓協議) dated September 10, 2020, entered into among Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), pursuant to which Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)) transferred 1.15% equity interests in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)) at a consideration of RMB23 million;
- (31) an equity transfer agreement (股權轉讓協議) dated September 10, 2020, entered into among Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), pursuant to which Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)) transferred 1.15% equity interests in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) to Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) at a consideration of RMB23 million;
- (32) a capital increase agreement (增資協議) entered into among Beijing Qiming Rongxin Equity Investment Partnership (Limited Partnership) (北京啟明融新股權投資合夥企業(有限合夥)), Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀨企業管理諮詢合夥企業(有限合夥)), Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Hu Rui (胡睿), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)),

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Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)) and Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) dated September 21, 2020, pursuant to which Beijing Qiming Rongxin Equity Investment Partnership (Limited Partnership) (北京啟明融新股權投資合夥企業(有限合夥)), Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) and Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)) subscribed for additional registered capital in Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司) in an aggregate amount of RMB484,706 for a total consideration of RMB100 million;

(33) a share subscription agreement entered into among Zhang Fabao (張發寶), Li Xinmei (李欣梅), Microhealth Limited, Dtx Health Limited, Image Frame Investment (HK) Limited, MedSci Healthcare Holdings (BVI) Limited, MedSci Healthcare Holdings (Hong Kong) Limited, Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技) and Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) dated October 29, 2021, pursuant to which our Company issued and allotted 754,015 Series C Preferred Shares to Image Frame Investment for consideration of RMB300 million;

(34) a warrant subscription agreement entered into among MedSci Healthcare Holdings Limited, Zhang Fabao (張發寶), Li Xinmei (李欣梅), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Beijing Qiming Rongxin Equity Investment Partnership (Limited Partnership) (北京啟明融新股權投資合夥企業(有限合夥)) dated November 4, 2021, pursuant to which MedSci Healthcare Holdings Limited agreed to issue a warrant which entitled Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥))

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and Beijing Qiming Rongxin Equity Investment Partnership (Limited Partnership) (北京啟明融新股權投資合夥企業(有限合夥)) to subscribe the respective series of the preferred shares;

- (35) a shareholders agreement entered into among Zhang Fabao (張發寶), Li Xinmei (李欣梅), Microhealth Limited, Dtx Health Limited, Dighealth Limited, Mieyue Limited, Meilong Limited, Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏瀾企業管理諮詢合夥企業(有限合夥)), Sinodigital Limited, Beijing Qiming Rongxin Equity Investment Partnership (Limited Partnership) (北京啟明融新股權投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)), Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)), Microleap Limited, Shanghai Linsong Industrial Internet Start-up Investment Fund (Limited Partnership) (上海臨松工業互聯網創業投資基金合夥企業(有限合夥)), Image Frame Investment (HK) Limited, MedSci Healthcare Holdings (BVI) Limited, MedSci Healthcare Holdings (Hong Kong) Limited, Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司) and MedSci Healthcare Holdings Limited dated November 25, 2021, pursuant to which certain shareholder rights were agreed among the parties;
- (36) a supplemental agreement to the contractual arrangements (合作系列協議之補充協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Hefei Kang'en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), Zhang Fabao (張發寶) and Yang Chun (楊春) dated April 17, 2022, pursuant to which certain amendments were made to an exclusive business cooperation agreement (獨家業務合作協議), an exclusive call option agreement (獨家購買權協議) and a shareholders' rights entrustment agreement (股東權利委託協議) among the parties dated November 5, 2021.

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- (37) a supplemental agreement to the contractual arrangements (合作系列協議之補充協議) entered into among Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司), Li Xinmei (李欣梅), Zhang Fabao (張發寶), Yang Chun (楊春), Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏獺企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)) and Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) dated April 17, 2022, pursuant to which certain amendments were made to an exclusive business cooperation agreement (獨家業務合作協議), an exclusive call option agreement (獨家購買權協議) and a shareholders’ rights entrustment agreement (股東權利委託協議) among the parties dated November 5, 2021.
- (38) the [REDACTED].

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2. Intellectual property rights

(a) Trademarks

As of the Latest Practicable Date, our Group had registered the following trademarks, which we consider to be material to our Group’s business:

No.	Trademark	Registered Owner	Place of Registration
1	MedSci	Shanghai MedSci	PRC
2	梅斯	Shanghai MedSci	PRC
3	梅斯健康	Shanghai MedSci	PRC
4	梅斯医生	Shanghai MedSci	PRC
5	梅斯医学	Shanghai MedSci	PRC
6	梅斯医药	Shanghai MedSci	PRC
7	医讯达	Shanghai MedSci	PRC
8		Shanghai MedSci	PRC
9	IMSL STATION	Shanghai MedSci	PRC
10	BIOON	Shanghai Chungu	PRC
11	生物谷	Shanghai Chungu	PRC
12		Shanghai MedSci	Hong Kong
13		Shanghai MedSci	Hong Kong
14	梅斯	Shanghai MedSci	Hong Kong
15	梅斯醫學	Shanghai MedSci	Hong Kong
16	梅斯健康	Shanghai MedSci	Hong Kong
17	MedSci 梅斯	Shanghai MedSci	Hong Kong

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As of the Latest Practicable Date, our Group has made applications to register the following trademarks, which we consider to be material to our Group’s business:

No.	Trademark	Applicant	Place of Application	Class	Application Date (dd/mm/yyyy)
1	绵羊睡眠	Shanghai MedSci	PRC	10、35	14/04/2021
2	BIOON	Shanghai Chungu	PRC	3、5、9	11/03/2021

(b) Patents

As of the Latest Practicable Date, our Group had registered the following patent, which we consider to be material to our Group’ business:

No.	Title	Registered Owner	Place of Registration	Patent Number
1	A digital experience distribution technology and an audio-optical method to assist in the treatment of sleep-related disorders (數字體驗發佈技術以及用於輔助治療睡眠類疾病的聲光方法)	Shanghai MedSci	PRC	202111016852.6

As of the Latest Practicable Date, our Group had made applications for the following patents, which we consider to be material to our Group’s business:

No.	Title	Registered Owner	Place of Registration
1	A reminder method, system, computer device for drug administration (一種用藥提醒方法、系統、計算機設備)	Shanghai MedSci	PRC
2	A recommended method, system, terminal device and storage medium for professional content information (專業內容信息的推薦方法、系統、終端設備和存儲介質)	Shanghai MedSci	PRC

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No.	Title	Registered Owner	Place of Registration
3	A method, device, system and medium for self-verifying the publication and access of URLs (一種自身校驗發佈和訪問 URL 的方法、裝置、系統和介質)	Shanghai MedSci	PRC
4	A method and system for determining the correlation between adverse events and medication (一種不良事件和用藥關聯性判斷方法及系統)	Shanghai MedSci	PRC
5	A method, device, system and medium for desensitization and reduction of electronic medical records (一種用於電子病歷脫敏及還原的方法、裝置、系統和介質)	Shanghai MedSci	PRC
6	A name standardization and specification processing method, device, computer and storage medium (名稱標準化規範處理方法、裝置、計算機及存儲介質)	Shanghai MedSci	PRC
7	A data acquisition method, device, computer equipment and storage medium (數據獲取方法、裝置、計算機設備和存儲介質)	Shanghai MedSci	PRC
8	A method, system, device and medium for creating patient model based on virtual reality (基於虛擬現實的患者模型創建方法、系統、設備和介質)	Shanghai MedSci	PRC
9	A patient education system and method (一種患者宣教系統及方法)	Shanghai MedSci	PRC
10	A model training method, terminal device and storage medium (一種模型的訓練方法、終端設備和存儲介質)	Shanghai MedSci	PRC

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No.	Title	Registered Owner	Place of Registration
11	A method, system, intelligent mobile device and storage medium for sleep management (一種睡眠管理方法、系統、智能移動設備和存儲介質)	Shanghai MedSci	PRC

(c) Copyrights

As of the Latest Practicable Date, we had registered the following copyrights, which we consider to be material to our Group’s business:

No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
1	Characteristics and implementation of real-world study (真實世界研究的特徵與實施)	1.0	滬作登字-2018-L-01084741	Shanghai MedSci	15/05/2018
2	Statistical planning, statistical strategies and statistical methods for clinical research (臨床研究的統計計劃、統計策略與統計方法)	1.0	滬作登字-2018-L-01241787	Shanghai MedSci	14/12/2018
3	Statistical analysis strategies for real-world study (真實世界研究的統計分析策略)	1.0	滬作登字-2018-L-01241786	Shanghai MedSci	14/12/2018
4	An idea of data mining in registration database (登記數據庫數據挖掘思路)	1.0	滬作登字-2018-L-01241785	Shanghai MedSci	14/12/2018
5	Concepts and characteristics of real-world study (真實世界研究的概念和特徵)	1.0	滬作登字-2018-L-01241784	Shanghai MedSci	14/12/2018

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
6	Clinical research methods and design for orphan diseases (孤兒病的臨床研究方法與設計)	1.0	滬作登字-2019-A-01493910	Shanghai MedSci	31/10/2019
7	An innovative idea for clinical research (臨床研究創新思路)	1.0	滬作登字-2019-A-01493909	Shanghai MedSci	31/10/2019
8	Design of the questionnaire survey (問卷調研的設計)	1.0	滬作登字-2019-A-01493908	Shanghai MedSci	31/10/2019
9	Outline and application of pharmacoconomics (藥物經濟學概要與應用)	1.0	滬作登字-2019-A-01493907	Shanghai MedSci	31/10/2019
10	Establishment and application of disease risk scoring model (疾病風險評分模型建立與應用)	1.0	滬作登字-2019-A-01493906	Shanghai MedSci	31/10/2019
11	Clinical research design protocol writing and SPIRIT protocol interpretation (臨床研究設計方案撰寫與SPIRIT規範解讀)	1.0	滬作登字-2019-A-01493905	Shanghai MedSci	31/10/2019
12	Three steps and four levels of signal pathway research (信號通路研究的三步驟四層次)	1.0	滬作登字-2019-A-01493904	Shanghai MedSci	31/10/2019
13	Quality by Design (QbD) concept and its application in clinical research (質量源於設計(QbD)理念與臨床研究中應用)	1.0	滬作登字-2019-A-01493903	Shanghai MedSci	31/10/2019

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
14	Calculation of minimum sample size in clinical research (臨床研究中最小樣本量計算)	1.0	滬作登字-2019-A-01493902	Shanghai MedSci	31/10/2019
15	Evaluation of real-world study for pharmacoconomics (真實世界研究用於藥物經濟學評價)	1.0	滬作登字-2019-A-01493901	Shanghai MedSci	31/10/2019
16	Logo for intelligent clinical research data management center (智能臨床研究數據管理中心標識)	1.0	滬作登字-2020-F-01647622	Shanghai MedSci	30/04/2020
17	Logo II for intelligent clinical research data management center (智能臨床研究數據管理中心標識之二)	1.0	滬作登字-2020-F-01647623	Shanghai MedSci	30/04/2020
18	Logo III for intelligent clinical research data management center (智能臨床研究數據管理中心標識之三)	1.0	滬作登字-2020-F-01647624	Shanghai MedSci	30/04/2020
19	Logo IV for intelligent clinical research data management center (智能臨床研究數據管理中心標識之四)	1.0	滬作登字-2020-F-01647621	Shanghai MedSci	30/04/2020
20	Project design of transformational medical research (轉化醫學研究課題設計)	1.0	滬作登字-2020-A-01751124	Shanghai MedSci	21/08/2020

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
21	Statistical analysis strategies for real-world study (真實世界研究的統計分析策略)	1.0	滬作登字-2020-A-01751123	Shanghai MedSci	21/08/2020
22	Analysis of clinical benefits in clinical research (臨床研究中的臨床獲益分析)	1.0	滬作登字-2020-A-01751122	Shanghai MedSci	21/08/2020
23	Principles and methods of data cleaning in clinical research (臨床研究中數據清洗原則與方法)	1.0	滬作登字-2020-A-01751121	Shanghai MedSci	21/08/2020
24	Selection of statistical ideas and methods (統計學思路與統計方法的選擇)	1.0	滬作登字-2020-A-01751120	Shanghai MedSci	21/08/2020
25	Top-level design and selection of innovative directions for topics in the field of endocrinology (內分泌領域課題的頂層設計與創新方向選擇)	1.0	滬作登字-2020-A-01751119	Shanghai MedSci	21/08/2020
26	Six elements of clinical research: PICOST principle (臨床研究六要素：PICOST原則)	1.0	滬作登字-2020-A-01751118	Shanghai MedSci	21/08/2020
27	Types of clinical trials in the field of oncology (腫瘤領域的臨床試驗類型)	1.0	滬作登字-2020-A-01751117	Shanghai MedSci	21/08/2020

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28	Types of clinical research design and evidence level of evidence-based medicine (臨床研究設計類型與循證醫學證據等級)	1.0	滬作登字-2020-A-01751116	Shanghai MedSci	21/08/2020
29	Bias and bias control in clinical research (臨床研究中的偏倚與偏倚控制)	1.0	滬作登字-2020-A-01751115	Shanghai MedSci	21/08/2020
30	An idea for subgroup analysis in clinical studies (臨床研究中的亞組分析思路)	1.0	滬作登字-2020-A-01751114	Shanghai MedSci	21/08/2020
31	Features and benefits of registry-based randomized controlled trials (RRCT) (基於登記數據庫的隨機對照試驗(RRCT)研究設計的特點與優點)	1.0	滬作登字-2020-A-01751113	Shanghai MedSci	21/08/2020
32	Value and design highlights of single-arm clinical research (單臂臨床研究的價值與設計要點)	1.0	滬作登字-2020-A-01751112	Shanghai MedSci	21/08/2020
33	Patient-centered medical strategy (以患者為中心的醫學策略)	1.0	滬作登字-2020-A-01751111	Shanghai MedSci	21/08/2020
34	Selection, submission, and response letter of clinical manuscripts (臨床稿件的選刊、投稿、及修回信處理)	1.0	滬作登字-2020-A-01751126	Shanghai MedSci	21/08/2020

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
35	Clinical application of propensity score matching statistical method (傾向性評分匹配統計方法的臨床應用)	1.0	滬作登字-2020-A-01751125	Shanghai MedSci	21/08/2020
36	Application of medical big data in the field of rheumatology (醫療大數據在風濕領域中的應用)	1.0	滬作登字-2020-A-01751127	Shanghai MedSci	21/08/2020
37	An idea of data mining in registration database (登記數據庫數據挖掘思路)	1.0	滬作登字-2020-A-01751128	Shanghai MedSci	21/08/2020
38	Application of competitive risk models (競爭風險模型的應用)	1.0	滬作登字-2020-A-01751129	Shanghai MedSci	21/08/2020
39	Treatment of non-linear independent variables in regression modeling (回歸建模中非線性自變量的處理)	1.0	滬作登字-2020-A-01751130	Shanghai MedSci	21/08/2020
40	Regression, calibration and subgroup analysis in clinical research (臨床研究中的回歸、校正與亞組分析)	1.0	滬作登字-2020-A-01751131	Shanghai MedSci	21/08/2020
41	Regression model analysis and regression diagnosis (回歸模型分析與回歸診斷)	1.0	滬作登字-2020-A-01751132	Shanghai MedSci	21/08/2020
42	Statistical methods for instrumental variables in real-world study (真實世界研究中工具變量統計方法)	1.0	滬作登字-2020-A-01751133	Shanghai MedSci	21/08/2020

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
43	Planning of evidence chain for post-marketing clinical research (上市後臨床研究證據鏈的規劃)	1.0	滬作登字-2020-A-01751134	Shanghai MedSci	21/08/2020
44	Key points for clinical translation of biomarkers (生物標誌物的臨床轉化關鍵要點)	1.0	滬作登字-2020-A-01751135	Shanghai MedSci	21/08/2020
45	Trends in clinical research design in the field of oncology (腫瘤領域臨床研究設計趨勢)	1.0	滬作登字-2020-A-01751136	Shanghai MedSci	21/08/2020
46	Advanced course on disease prognostic scoring models (疾病預後評分模型高級課程)	1.0	滬作登字-2020-A-01751137	Shanghai MedSci	21/08/2020
47	Prognostic modeling and interpretation of TRIPOD protocols (疾病預後模型建立與TRIPOD規範解讀)	1.0	滬作登字-2020-A-01751138	Shanghai MedSci	21/08/2020
48	Design highlights for ophthalmology randomized controlled clinical research (眼科隨機對照臨床研究設計要點)	1.0	滬作登字-2020-A-01751139	Shanghai MedSci	21/08/2020
49	Specification and compiling highlights for ophthalmology observational clinical research reports (眼科觀察性臨床研究報告規範和寫作要點)	1.0	滬作登字-2020-A-01751140	Shanghai MedSci	21/08/2020
50	Xiaoyang Mianmian (小羊眠眠)	1.0	國作登字-2021-F-00244673	Shanghai MedSci	25/10/2021

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No.	Copyright	Version	Registration Number	Registered Owner	Registration Date (dd/mm/yyyy)
51	MedSci centralized data mobile transcription platform (梅斯中心化資料移動端轉錄平台)	1.0	2022SR1071718	Shanghai MedSci	10/08/2022
52	MedSci doctor virtual clinic platform (梅斯醫生虛擬診療平台)	1.0	2022SR1206972	Shanghai MedSci	19/08/2022
53	MedSci accurate reach platform for doctors' academic content (梅斯醫生學術內容精準觸達平台)	1.0	2022SR1195016	Shanghai MedSci	19/08/2022

(d) Domain names

As of the Latest Practicable Date, we owned the following domain names, which we consider to be material to our Group's business:

No.	Domain Name	Registered Owner	Expiry Date (dd/mm/yyyy)
1	idrugsafety.cn	Shanghai MedSci	31/05/2023
2	bioon.com	Shanghai Chungu	18/04/2024
3	medscihealthcare.cn	Shanghai MedSci	08/10/2023
4	biodic.cn	Shanghai Chungu	21/02/2024
5	medsci.cn	Shanghai MedSci	28/08/2027
6	bioon.com.cn	Shanghai Chungu	08/04/2023

Save as disclosed above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS

1. Particulars of Directors’ service contracts and appointment letters

Executive Directors

Each of our executive Directors has entered into a service contract with our Company. Pursuant to their respective service contracts, they agreed to act as executive Directors for an initial term of three years commencing from the date of appointment. Either party has the right to give not less than three months’ written notice to terminate the agreement. The appointment of the executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles.

Non-executive Directors and Independent non-executive Directors

Each of our non-executive Directors and independent non-executive Directors has entered into a service contract and an appointment letter, respectively, with our Company. The initial term of their appointment shall be three years from the date of appointment (for non-executive Directors) and from the date of this Document (for independent non-executive Directors), and may be terminated by either party giving to the other not less than three months’ prior notice in writing. Under their respective service contracts or appointment letters, each of the independent non-executive Directors will receive a fixed Directors’ fee while non-executive Directors are not entitled to any remuneration. The appointments of the non-executive Directors and independent non-executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles.

Details of our Company’s remuneration policy are described in “Directors and Senior Management — Remuneration of Directors and Senior Management”.

2. Remuneration of Directors

- (1) Remuneration and benefits in kind of approximately RMB2.12 million, RMB2.17 million, RMB2.61 million and RMB1.39 million in aggregate were paid by our Group to our Directors in respect of the years ended December 31, 2019, 2020 and 2021 and the five months ended May 31, 2022, respectively.
- (2) Under the arrangements currently in force, our Directors are entitled to receive remuneration and benefits in kind which, for the year ending December 31, 2022, is expected to be approximately RMB3.5 million in aggregate (excluding any discretionary bonus).

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- (3) None of our Directors has or is proposed to have a service contract with our Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of interests

Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the [REDACTED]

Immediately following completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised), the interests and/or short positions (as applicable) of our Directors and chief executives in the shares, underlying shares and debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which he is 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 recorded in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to our Company and the Stock Exchange, will be as follows:

(a) Interest in Shares of our Company

Name of Director or chief executive	Capacity/ Nature of interest	Number of Shares/ underlying Shares upon the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximate percentage of shareholding in our Company upon the completion of the [REDACTED] and the [REDACTED] ⁽²⁾
Dr. Li	Interest in a controlled corporation	[REDACTED] ⁽³⁾	[REDACTED]
Dr. Zhang	Interest of spouse	[REDACTED] ⁽³⁾	[REDACTED]
	Interest in a controlled corporation	[REDACTED] ⁽⁴⁾	[REDACTED]
	Interest in a controlled corporation	[REDACTED] ⁽⁴⁾	[REDACTED]
	Interest of spouse	[REDACTED] ⁽⁴⁾	[REDACTED]

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Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) The table above is calculated on the basis that a total of [REDACTED] Shares will be in issue immediately after completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and that all of the Preferred Shares have been converted into the Shares on a one-to-one basis).
- (3) Microhealth Limited is wholly owned by Dr. Li and will beneficially hold [REDACTED] Shares upon the completion of the [REDACTED] and the [REDACTED]. By virtue of the SFO, Dr. Li is deemed to be interested in the Shares held by Microhealth Limited. As Dr. Zhang is the spouse of Dr. Li, Dr. Li is deemed to be interested in the Shares in which Dr. Zhang is interested by virtue of the SFO, being [REDACTED] Shares upon the completion of the [REDACTED] and the [REDACTED].
- (4) Dtx Health Limited is wholly owned by Dr. Zhang and will beneficially hold [REDACTED] Shares upon the completion of the [REDACTED] and the [REDACTED]. By virtue of the SFO, Dr. Zhang is deemed to be interested in the Shares held by Dtx Health Limited. As Dr. Li is the spouse of Dr. Zhang, Dr. Zhang is deemed to be interested in the Shares in which Dr. Li is interested by virtue of the SFO, being [REDACTED] Shares upon the completion of the [REDACTED] and the [REDACTED]. Meilong Limited is one of our Employee Equity Incentive Platforms, which is held as to approximately 44.67% by Dr. Zhang (including approximately 2.58% held through Dtx Health Limited) as of the Latest Practicable Date, and will beneficially hold [REDACTED] Shares upon the completion of the [REDACTED] and the [REDACTED]. By virtue of the SFO, Dr. Zhang is deemed to be interested in the Shares held by Meilong Limited.

(b) Interest in shares of our Company’s associated corporations

Name of Director or chief executive	Capacity/Nature of interest	Associated corporations	Amount of registered capital (RMB)	Approximate percentage of interest in the associated corporation
Dr. Li	Beneficial interest	Shanghai MedSci	[REDACTED]	[REDACTED]
	Interest of spouse	Shanghai MedSci	[REDACTED] ⁽¹⁾	[REDACTED]
	Interest of spouse	Hefei Kang’en	[REDACTED] ⁽¹⁾	[REDACTED]
Dr. Zhang	Beneficial interest	Shanghai MedSci	[REDACTED]	[REDACTED]
	Interest in a controlled corporation	Shanghai MedSci	[REDACTED] ⁽²⁾	[REDACTED]
	Interest of spouse	Shanghai MedSci	[REDACTED] ⁽³⁾	[REDACTED]
Mr. Hu Xubo	Beneficial interest	Hefei Kang’en	[REDACTED]	[REDACTED]
	Interest in a controlled corporation	Shanghai MedSci	[REDACTED] ⁽⁴⁾	[REDACTED]

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Notes:

- (1) As Dr. Zhang is the spouse of Dr. Li, Dr. Li is deemed to be interested in the registered capital of Shanghai MedSci and Hefei Kang'en held by Dr. Zhang by virtue of the SFO.
- (2) Meilong Investment, which is held as to approximately 44.67% by Dr. Zhang (including approximately 2.58% held through Dtx Health Limited) as of the Latest Practicable Date, holds RMB[REDACTED] registered capital of Shanghai MedSci, in which Dr. Zhang is deemed to be interested by virtue of the SFO.
- (3) As Dr. Li is the spouse of Dr. Zhang, Dr. Zhang is deemed to be interested in the registered capital of Shanghai MedSci held by Dr. Li by virtue of the SFO, being RMB[REDACTED].
- (4) Qiming Ronghe holds RMB[REDACTED] registered capital of Shanghai MedSci, and its general partner is Suzhou Qicheng. Suzhou Qicheng's general partner is Shanghai Qichang, which is held as to 50% by Mr. Hu Xubo. Therefore, Mr. Hu Xubo is deemed to be interested in the registered capital of Shanghai MedSci held by Qiming Ronghe by virtue of the SFO.

Suzhou Qisi holds RMB[REDACTED] registered capital of Shanghai MedSci, and its general partner is Beijing Qiyao. Beijing Qiyao's general partner is Suzhou Qiman, which is held as to 50% by Mr. Hu Xubo. Therefore, Mr. Hu Xubo is deemed to be interested in the registered capital of Shanghai MedSci held by Suzhou Qisi by virtue of the SFO.

Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO

For information on the persons who will, immediately following the completion of the [REDACTED] and the [REDACTED], have or be deemed or taken to have beneficial interests or short positions in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group, see “Substantial Shareholders”.

Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED] and the [REDACTED], be interested, directly or indirectly, in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such capital.

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4. Disclaimers

- (1) Save as disclosed in “— C. Further Information about Our Directors — 1. Particulars of Directors’ service contracts and appointment letters” in this Appendix above, there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of our Group;
- (2) Save as disclosed in “History, Reorganization and Corporate Structure — Major Acquisitions, Disposals and Mergers”, none of the Directors or the experts named in “— E. Other Information — 5. Consents of experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this Document, 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;
- (3) No commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of our Company within the two years ended on the date of this Document;
- (4) None of the Directors 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;
- (5) Save as disclosed in “Substantial Shareholders” and without taking account of any Shares which may be taken up under the [REDACTED] and allotted, so far as is known to any Director or chief executive of our Company, no other person (other than a Director or chief executive of our Company) will, immediately following completion of the [REDACTED] and the [REDACTED], have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (6) Save as disclosed in “— C. Further Information about Our Directors — 3. Disclosure of interests” in this Appendix above, none of the Directors or chief executive of our Company has any interests or short positions in the Shares, underlying shares or debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is 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 into the

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register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange once the Shares are [REDACTED] thereon.

D. EQUITY INCENTIVE PLAN

On September 20, 2020, the shareholders of Shanghai MedSci approved the Previous Plan, the purposes of which are to attract, motivate, retain and reward the directors, officers and employees of our Group. Shanghai MedSci awarded its shares to selected participants on January 1, 2021 pursuant to the Previous Plan, and the award shares are held by Shanghai Meiyue and Meilong Investment, which are our former employee equity incentive platforms. All grants of award shares in Shanghai MedSci under the Previous Plan were completed.

On April 20, 2022, our Company adopted the Equity Incentive Plan, which replaced the Previous Plan and the award shares of Shanghai MedSci granted under Previous Plan shall be replaced and superseded by award Shares of the Company granted under the Equity Incentive Plan. The vesting schedule and other key terms of the Equity Incentive Plan mirrored those of the Previous Plan, and the shareholders of Shanghai MedSci have agreed to terminate the Previous Plan. Shares awarded to the selected participants pursuant to the Equity Incentive Plan are held by the Employee Equity Incentive Platforms, which are Meiyue Limited and Meilong Limited, holding 836,978 Shares and 484,331 Shares in our Company, respectively, as of the Latest Practicable Date (to be adjusted to [REDACTED] Shares and [REDACTED] Shares, respectively, upon the [REDACTED]). The shareholding structures of Meiyue Limited and Meilong Limited reflected the shareholding by the selected participants in Shanghai Meiyue and Meilong Investment, respectively. For the details of the Employee Equity Incentive Platforms, see “History, Reorganization and Corporate Structure — Equity Incentive Plan”.

The following is a summary of the principal terms of the Equity Incentive Plan. The terms of the Equity Incentive Plan are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve the grant of options by our Company after the [REDACTED] and all Shares underlying these awards had been issued. All grants of award Shares of the Company have been completed as of the Latest Practicable Date.

Purposes of the Equity Incentive Plan

The purpose of the Equity Incentive Plan is to attract and retain talents to facilitate our long-term development.

Eligibility

The directors (excluding independent non-executive directors), senior management and employees of the Group, whom the Board consider as appropriate (the “**Participants**”) shall be eligible to participant the Equity Incentive Plan.

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Administration of the Equity Incentive Plan

The Equity Incentive Plan shall be subject to the administration of the Board in accordance with the plan rules thereof. The Board may amend, suspend or terminate the Equity Incentive Plan. The decision of the Board with respect to any matter arising under the Equity Incentive Plan (including the interpretation of any provision) shall be final and binding.

Grant of Awards and Voting Rights

Ma Yanqin (馬艷芹) is the sole director of Meilong Limited. Thus, in effect, all management powers over Meilong Limited and voting rights held by Meilong Limited in the Company reside with Ma Yanqin. Wu Zhihua (吳志華) is the sole director of Meiyue Limited. Thus, in effect, all management powers over Meiyue Limited and voting rights held by Meiyue Limited in the Company reside with Wu Zhihua.

All grants under the Equity Incentive Plan were completed. All Participants do not have any voting rights in our Company. The Participants will be granted awards in the form of economic interest in the Employee Equity Incentive Platforms conditional upon certain vesting conditions as specified in the Equity Incentive Plan.

Restriction on Disposal

The economic interests shall be realized through disposal of the awarded Shares by the relevant Employee Equity Incentive Platforms, which is not allowed until the [REDACTED], after which the economic interest of no more than 20% of the Shares underlying the award to a Participant could be realized per year.

Details of the Awards under the Equity Incentive Plan

As of the Latest Practicable Date, 836,978 Shares (to be adjusted to [REDACTED] Shares upon the [REDACTED]) had been issued to Meiyue Limited and 484,331 Shares (to be adjusted to [REDACTED] Shares upon the [REDACTED]) had been issued to Meilong Limited, with interest attributable to (a) two Directors, and (b) 60 other employees of our Group through their respective Employee Equity Incentive Platforms, representing approximately [REDACTED] of the issued share capital of our Company upon the completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised). The Participants made capital contributions to and hence hold economic interests in the Employee Equity Incentive Platforms, which in turn hold economic interests in the Company. Hence, the Participants hold indirect economic interests in the Shares issued and awarded under the Equity Incentive Plan.

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The following table sets out the number of underlying shares corresponding to the interests in the relevant Employee Equity Incentive Platforms.

Name of Participants	Position held within our Group	Relevant employee incentive platform	Approximate percentage of interest in the relevant Employee Equity Incentive Platform	Approximate number of underlying Shares/ equity interests upon the [REDACTED]
Directors				
Dr. Zhang	Executive Director and chairman of the Board	Meiyue Limited	12.69%	[REDACTED] Shares
		Meilong Limited	44.67% ⁽¹⁾	[REDACTED] Shares
Mr. Wang Shuai (王帥)	Executive Director and vice president	Meiyue Limited	14.95%	[REDACTED] Shares
Other employees and Participants, who are not our directors, chief executive, or connected person	—	Meiyue Limited	72.36%	[REDACTED] Shares
		Meilong Limited	55.33%	[REDACTED] Shares

Note:

- (1) This included approximately 2.58% interests in Meilong Limited held by Dr. Zhang through Dtx Health Limited as of the Latest Practicable Date.

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

So far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an [REDACTED] on our behalf to the Stock Exchange for the [REDACTED] of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the [REDACTED] (including any Shares which may fall to be issued pursuant to the exercise of the [REDACTED]).

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each of the Joint Sponsors will receive a fee of US\$[REDACTED] for acting as a sponsor for the [REDACTED].

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4. No Material Adverse Change

The Directors confirm that there has been no material change in the financial or trading position or prospects of our Group since May 31, 2022 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

5. Consents of experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this Document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on future contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Macquarie Capital Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) of the regulated activities as defined under the SFO
Commerce & Finance Law Offices	Qualified PRC Lawyers
Ogier	Cayman Islands attorneys-at-law
Ernst & Young	Certified Public Accountants Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

As of the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group 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.

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6. Binding effect

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

7. Bilingual document

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

8. Preliminary expenses

Our Company did not incur any material preliminary expenses.

9. Taxation of holders of Shares***(a) Hong Kong***

The sale, purchase and transfer of shares registered with our Hong Kong register of members will be subject to Hong Kong stamp duty. The stamp duty is currently set at a total rate of 0.26% of the greater of the consideration for, or the value of, shares transferred, with 0.13% payable by each of the buyer and the seller. Profits from dealings in the shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(b) Cayman Islands

No stamp duty is payable in the Cayman Islands on transfers of shares in our Company save for those which hold interests in land in the Cayman Islands.

(c) People’s Republic of China

We may be treated as a PRC resident enterprise for PRC enterprise income tax purposes. In that case, distributions to our Shareholders may be subject to PRC withholding tax and gains from dispositions of our Shares may be subject to PRC tax. See “Risk Factors — Risks Relating to Doing Business in China — You may be subject to PRC income tax on dividends from us or on any gain realized on the transfer of our Shares.”

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(d) Consultation with professional advisors

Potential [REDACTED] in the [REDACTED] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of, and [REDACTED] in our Shares (or exercising rights attached to them). None of our Company, our Directors or the other parties 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.

10. Other disclaimers

- (a) Save as disclosed in “History, Reorganization and Corporate Structure” and in this section, within the two years immediately preceding the date of this Document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise; and
 - (ii) no commissions, discounts, brokerages or other special terms have been granted, have been paid or are payable in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.
- (b) We do not have any promoter. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this Document.
- (c) There are no founder, management or deferred shares in our Company or any of our subsidiaries.
- (d) No share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (e) Our Group does not have any outstanding debentures nor any convertible debt securities.

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- (f) Our Directors confirm that:
 - (i) there is no arrangement under which future dividends are waived or agreed to be waived; and
 - (ii) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this Document.
- (g) The principal register of members of our Company will be maintained in the Cayman Islands by our [REDACTED]. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our [REDACTED].
- (h) All necessary arrangements have been made to enable the securities to be admitted into CCASS for clearing and settlement.
- (i) No company within our Group is presently listed on any stock exchange or traded on any trading system.