

SHARE CAPITAL

BEFORE THE COMPLETION OF THE [REDACTED]

As of the Latest Practicable Date, the issued share capital of our Company was RMB356,092,695, comprising 356,092,695 Unlisted Shares with a nominal value of RMB1.00 each.

UPON THE COMPLETION OF THE [REDACTED]

Immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares, assuming that the [REDACTED] is not exercised, the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage to the total share capital of our Company (%)
Unlisted Shares in issue ⁽¹⁾	145,607,656	[REDACTED]
H Shares converted from Unlisted Shares ⁽²⁾	210,485,039	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

Immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares, assuming that the [REDACTED] is fully exercised, the issued share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage to the total share capital of our Company (%)
Unlisted Shares in issue ⁽¹⁾	145,607,656	[REDACTED]
H Shares converted from Unlisted Shares ⁽²⁾	210,485,039	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

Notes:

- (1). The Unlisted Shares in issue refer to 36,780,390 Unlisted Shares held by ZJ Leading Initiating VC, 35,091,495 Unlisted Shares held by Dr. Tian, 19,263,240 Unlisted Shares held by Lapam Capital, 10,862,055 Unlisted Shares held by Zhangjiang Sci & Tech, 7,758,630 Unlisted Shares held by Jiaxing Changxian, 7,419,847 Unlisted Shares held by Jiaxing Changyu, 7,214,085 Unlisted Shares held by Suzhou Likang Equity Investment Centre (Limited Partnership) (蘇州禮康股權投資中心(有限合夥)), 3,463,673 Unlisted Shares held by Gongqing City Ruiji Fund III Investment Partnership (共青城瑞吉三期投資合夥企業(有限合夥)), 3,350,655 Unlisted Shares held by Sunshine Life Insurance Corporation Limited (陽光人壽保險股份有限公司), 2,633,332 Unlisted Shares held by Shengzhou Minglang Industry Development Equity Investment Fund Partnership (Limited Partnership) (嵊州市銘朗產業發展股權投資基金合夥企業(有限合夥)), 2,347,150 Unlisted Shares held by Shihezi Yaluo Equity Investment Partnership (Limited Partnership) (石河子市雅羅股權投資有限合夥企業), 2,271,083 Unlisted Shares held by Granite Peak Limited, 1,731,836 Unlisted Shares held by Borah Peak Limited, 1,697,445 Unlisted Shares held by Nanjing Xingjian Ruiying Equity Investment Partnership (Limited Partnership) (南京星健睿贏股權投資合夥企業(有限合夥)), 1,227,717 Unlisted Shares held by Gongqing City Chuangdongfang Huaying Equity Investment Partnership (Limited Partnership) (共青城創東方華盈股權投資合夥企業(有限合夥)), 1,066,815 Unlisted Shares held by Shanghai Sci-Tech Innovation Center Capital Fund I (Limited Partnership) (上海科創中心壹號股權投資基金合夥企業(有限合夥)), 753,840 Unlisted Shares held by Suzhou Lirun Equity Investment Centre (Limited Partnership) (蘇州禮潤股權投資中心(有限合夥)) and 674,370 Unlisted Shares held by Wuhu Bloomage Langya Healthcare Industry Investment Partnership (Limited Partnership) (蕪湖華熙朗亞健康產業投資合夥企業(有限合夥)).
- (2). Following the completion of the [REDACTED] and according to the approval issued by the CSRC on January 31, 2023, 210,485,039 Unlisted Shares will be converted into H Shares on a one-for-one basis and [REDACTED] on the Stock Exchange for [REDACTED].

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CLASS OF SHARES

Upon the completion of the [REDACTED] and the conversion of our Unlisted Shares into H Shares held by the existing Shareholders, we would have two classes of Shares: H Shares as one class, Unlisted Shares comprising Domestic Shares and Unlisted Foreign Shares as another class. Both Unlisted Shares and H Shares are all ordinary Shares in the share capital of our Company.

The differences between the two classes of shares and provisions on class rights, the despatch of notices and financial reports to Shareholders, registration of Shares on different registers of Shareholders, the method of share transfer and appointment of dividend receiving agents are set out in the Articles of Association and summarized in “Appendix V — Summary of Articles of Association.” The rights conferred on any class of Shareholders may not be varied or abrogated unless approved by a special resolution of the general meeting of Shareholders and by the holders of Shares of that class at a separate meeting. The circumstances which shall be deemed to be a variation or abrogation of the rights of a class are listed in “Appendix V — Summary of Articles of Association.”

Except for the differences above, Unlisted Shares and H Shares will however rank pari passu with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or in the form of H Shares.

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

Our Unlisted Shares comprise Domestic Shares and Unlisted Foreign Shares which are currently not [REDACTED] or [REDACTED] on any stock exchange.

According to the regulations issued by the CSRC and our Articles of Association, the holders of these Unlisted Shares may, at their own option, authorize the Company to apply to the CSRC for conversion of their respective Unlisted Shares to H Shares, and such converted Shares may be [REDACTED] and [REDACTED] on an overseas stock exchange provided that the conversion, [REDACTED] and [REDACTED] of such converted Shares have been approved by the securities regulatory authorities of the State Council. Additionally, such conversion, [REDACTED] and [REDACTED] shall meet any requirement of internal approval process and in all respects comply with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. Save as disclosed in this document and to the best knowledge of our Directors, we are not aware of the intention of such existing Shareholders to convert their Unlisted Shares.

If any of the Unlisted Shares are to be converted, [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, the approvals of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange are necessary for such conversion. Based on the procedures for the conversion of Unlisted Shares into H Shares as set forth below, we will apply for [REDACTED] of all or any portion of the Unlisted Shares on the Stock Exchange as H Shares in advance of any proposed conversion after the [REDACTED] to ensure that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of Shares for entry on the H Share register. As [REDACTED] of additional Shares after [REDACTED] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it does not require such prior application for listing at the time of our [REDACTED] in Hong Kong. No Shareholder voting is required for the conversion of such Shares or [REDACTED] and [REDACTED] of such converted Shares on an overseas stock exchange. Any application for [REDACTED] of the converted shares on the Stock Exchange after our initial [REDACTED] is subject to prior notification by way of announcement to inform our Shareholders and the public of any proposed conversion.

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After all the requisite approvals have been obtained, the relevant Unlisted Shares will be withdrawn from the Unlisted Share register, and our Company will re-register such Shares on the H Share register maintained in Hong Kong and instruct the H Share Registrar to issue H Share certificates. Registration on the H Share register of our Company will be on the conditions that (i) the H Share Registrar lodges with the Stock Exchange a letter confirming the entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates; and (ii) the admission of the H Shares to be [REDACTED] on the Stock Exchange complies with the Listing Rules and the General Rules of CCASS and the CCASS Operational Procedures in force from time to time. Until the converted Shares are re-registered on the H Share register of our Company, such Shares would not be [REDACTED] as H Shares. For details of our existing Shareholders’ proposed conversion of Unlisted Shares into H Shares, see “History, Development and Corporate Structure — [REDACTED].”

RESTRICTIONS OF SHARE TRANSFER

In accordance with the PRC Company Law, the shares issued prior to any [REDACTED] of shares by a company cannot be transferred within one year from the date on which such [REDACTED] shares are [REDACTED] and [REDACTED] on the relevant stock exchange. As such, the Shares issued by our Company prior to the issue of H Shares will be subject to such statutory restriction on transfer within a period of one year from the [REDACTED].

Our Directors, Supervisors and members of the senior management of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by our Directors, Supervisors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the Shares are [REDACTED] and [REDACTED], nor within half a year after they leave their positions in our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors, Supervisors and members of senior management of our Company.

For details of the lock-up undertaking given by our Single Largest Shareholder pursuant to Rule 10.07 of the Listing Rules, see “[REDACTED]”

REGISTRATION OF SHARES NOT [REDACTED] ON AN OVERSEAS STOCK EXCHANGE

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (《關於境外上市公司非境外上市股份集中登記存管有關事宜的通知》) issued by the CSRC, our Company is required to register and deposit our Shares that are not [REDACTED] on the overseas stock exchange with the CSDC within 15 business days after [REDACTED] and provide a written report to the CSRC regarding the centralized registration and deposit of our Shares that are not [REDACTED] on the overseas stock exchange as well as the [REDACTED] and [REDACTED] of our H Shares.

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GENERAL MANDATE TO [REDACTED] SHARES

Subject to the completion of the [REDACTED], our Board has been granted a general mandate to allot and [REDACTED] H Shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which our Shareholders pass a resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes as our Board in their absolute discretion deem fit, provided that, the number of H Shares to be issued shall not exceed 20% of the number of H Shares in [REDACTED] as at the [REDACTED]. For further details on this general mandate, see “Appendix VI — Statutory and General Information — A. Further Information about our Group — 4. Resolutions of the Shareholders of our Company Passed on June 14, 2022.”

SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]

Approval from our Shareholders is required for our Company to [REDACTED] H Shares and seek [REDACTED] of H Shares on the Stock Exchange. Our Company has obtained such approval at the Shareholders’ general meeting held on June 14, 2022.