

SHARE CAPITAL

As of the Latest Practicable Date, the registered share capital of our Company was RMB210,025,200 divided into 192,654,600 Domestic Shares and [REDACTED] Foreign Shares, with a nominal value of RMB1.00 each.

Assuming the [REDACTED] is not exercised, the share capital of our Company immediately after the completion of the [REDACTED] and conversion of [REDACTED] Shares into H Shares will be as follows:

Number of Shares	Description of Shares	Approximate percentage of total issued share capital
[REDACTED]	Domestic Shares ⁽¹⁾	[REDACTED]%
[REDACTED]	H Shares to be converted from Domestic Shares ⁽²⁾	[REDACTED]%
[REDACTED]	H Shares to be converted from [REDACTED] Foreign Shares ⁽²⁾	[REDACTED]%
[REDACTED]	H Shares to be issued under the [REDACTED]	[REDACTED]%
[REDACTED]		100.00%

Notes:

- (1) The [REDACTED] Domestic Shares refer to [REDACTED] Domestic Shares, [REDACTED] Domestic Shares and [REDACTED] Domestic Shares held by Mr. Qiu, Taizhou Jianxin and Jiaying Jiquan, respectively. As advised by Mr. Qiu, Taizhou Jianxin and Jiaying Jiquan, they currently have no plan or intention to convert the above Domestic Shares into H Shares after [REDACTED].
- (2) For details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED], see “History and Corporate Structure—[REDACTED]” in this document.

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Assuming the [REDACTED] is exercised in full, the share capital of our Company immediately after the completion of the [REDACTED] and conversion of [REDACTED] Shares into H Shares will be as follows:

Number of Shares	Description of Shares	Approximate percentage of total issued share capital
[REDACTED]	Domestic Shares ⁽¹⁾	[REDACTED]%
[REDACTED]	H Shares to be converted from Domestic Shares ⁽²⁾	[REDACTED]%
[REDACTED]	H Shares to be converted from [REDACTED] Foreign Shares ⁽²⁾	[REDACTED]%
[REDACTED]	H Shares to be issued under the [REDACTED]	[REDACTED]%
<u>[REDACTED]</u>		<u>100.00%</u>

Notes:

- (1) The [REDACTED] Domestic Shares refer to [REDACTED] Domestic Shares, [REDACTED] Domestic Shares and [REDACTED] Domestic Shares held by Mr. Qiu, Taizhou Jianxin and Jiaying Jiquan, respectively. As advised by Mr. Qiu, Taizhou Jianxin and Jiaying Jiquan, they currently have no plan or intention to convert the above Domestic Shares into H Shares after [REDACTED].
- (2) For details of the identities of the Shareholders whose Shares will be converted into H Shares upon [REDACTED], see “History and Corporate Structure—[REDACTED]” in this document.
- (3) Share capital percentages may not add up to 100% due to rounding.

The above table assumes that the [REDACTED] has become unconditional and the H Shares are issued pursuant to the [REDACTED].

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RANKING

Upon the completion of the [REDACTED] and conversion of [REDACTED] Shares into H Shares, our Shares will consist of Domestic Shares and H Shares. Domestic Shares and H Shares are all ordinary Shares in the share capital of our Company and are regarded as the same class of Shares under the Articles of Association.

Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities (such as our certain existing shareholders the [REDACTED] Shares held by whom will be converted into H Shares according to the approval of the CSRC), H Shares generally cannot be subscribed by or traded between legal or natural PRC persons.

Domestic Shares and H Shares shall carry the same rights in all other respects and, in particular, will rank equally for dividends or distributions declared, paid or made. All dividend for H Shares will be denominated and declared in Renminbi, and paid in Hong Kong dollars or Renminbi, whereas all dividends for Domestic Shares will be paid in Renminbi. Other than cash, dividends could also be paid in the form of shares or a combination of cash and shares.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company will have only one class of Shares upon completion of the [REDACTED], namely ordinary shares, and each carry the same rights in all respects with the other Shares.

For details of circumstances under which our Shareholders’ general meeting and class Shareholders’ meeting are required, see “Appendix VI—Summary of Articles of Association” to this document.

CONVERSION OF OUR [REDACTED] SHARES INTO H SHARES

Pursuant to the regulations prescribed by the securities regulatory authorities of the State Council and the Articles of Association, the Domestic Shares and [REDACTED] Foreign Shares may be converted into overseas-listed Shares. Such converted Shares could be listed or traded on an overseas stock exchange, provided that prior to the conversion and trading of such converted Shares, any requisite internal approval process has been duly completed and the approvals from the relevant regulatory authorities, including CSRC which requires administrative filing procedures for the conversion and trading of such converted Shares, have been obtained. In addition, such conversion and trading shall comply with the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. If any of the Domestic Shares and the [REDACTED] Foreign Shares are to be converted, listed and traded as H Shares on the Stock Exchange, such conversion, listing and trading will require the approval of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange.

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[REDACTED] Approval by the Stock Exchange

We [have applied] to the Stock Exchange for the approval for the granting of [REDACTED] of, and permission to [REDACTED], our H Shares to be issued pursuant to the [REDACTED] (including any H Shares which may be issued pursuant to the exercise of the [REDACTED]) and the H Shares to be converted from [REDACTED] Domestic Shares and [REDACTED] Foreign Shares on the Stock Exchange, which is subject to the approval by the Stock Exchange. We will perform the following procedures for the conversion of [REDACTED] Shares into H Shares after receiving the approval of the Stock Exchange: (a) giving instructions to our [REDACTED] regarding relevant share certificates of the converted H Shares; and (b) enabling the converted H Shares to be accepted as eligible securities by [REDACTED] for deposit, clearance and settlement in the [REDACTED]. The Participating Shareholders may only [REDACTED] the Shares upon completion of following domestic procedures.

[REDACTED] Review and Approval by the CSRC

In accordance with the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境内未上市股份申请「全流通」业务指引》) and the Overseas Listing Trial Measures announced by the CSRC, H-share listed companies which apply for the conversion of domestic shares and unlisted foreign shares into H shares for listing and circulation on the Stock Exchange shall file the application with the CSRC according to the administrative filing procedures necessary for the Overseas Listing Trial Measures. An H-share listed company may apply for a “Full Circulation” separately or when applying for refinancing overseas. An unlisted domestic joint stock company may apply for “Full Circulation” when applying for an overseas initial public offering.

Our Company shall file with the CSRC within three business days after our [REDACTED] for [REDACTED] is submitted to the Stock Exchange in relation to the approval of the overseas [REDACTED] and “Full Circulation” pursuant to which (i) our Company is supposed to issue no more than [REDACTED] H Shares with a nominal value of RMB1.00 each, which are all ordinary Shares, and upon such issuance our Company may be [REDACTED] on the Main Board of the Stock Exchange; (ii) a total of [REDACTED] Shares (with a nominal value of RMB1.00 each) held by Hangzhou Quanyi, Xinfu Tongxin, Shanghai Quanyou, Dr. Yu Guoliang, Dr. Li Jianwei, Dr. Qiu Zhihua, Mr. Guo Xinjun, Zhongmei Huadong, Hongtai Health, Matrix Partners China VI, L.P., Matrix Partners China VI-A, L.P., Rongjianda, Taizhou Jianxin, Suzhou Guanhong, Shanghai Shuo Chen, Lucky-source IV, Lucky-source III, Tongren Boda, Hefu Ruitai, Gongqingcheng Triwise Kangxin, Triwise Rozman, Shenzhen Triwise Kangxin, Triwise Detai, Triwise Huisheng, TWVC Panglin, Qianhai Efung, Shenzhen Kaitian, Nanjing Yuzhihua, Cowin Guosheng, Jiayin Lucky-source, Yuanzhi Fuhai, Everest No. 37 and Nanjing Talent (the “Participating Shareholders”) are supposed to be approved to be converted into H Shares after the completion of the filing procedures required by the CSRC, and the relevant Shares may be [REDACTED] on the Stock Exchange upon completion of the conversion.

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Domestic Procedures

The Participating Shareholders may only [REDACTED] the Shares upon completion of the following procedures for the registration, deposit and transaction settlement in relation to the conversion and [REDACTED]:

- (a) we will appoint China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司) (“CSDC”) as the nominal holder to deposit the relevant securities at China Securities Depository and Clearing (Hong Kong) Company Limited (“CSDC (Hong Kong)”), which will then deposit the securities at [REDACTED] in its own name. CSDC, as the nominal holder of the Participating Shareholders, shall handle all custody, maintenance of detailed records, cross-broader settlement and corporate actions, etc. relating to the converted H Shares for the Participating Shareholders;
- (b) we will engage a domestic securities company (the “Domestic Securities Company”) to provide services such as the transmission of sell orders and [REDACTED] messages in respect of the converted H Shares. The Domestic Securities Company will engage a Hong Kong securities company (the “Hong Kong Securities Company”) for settlement of share transactions. We will make an application to CSDC Shenzhen Branch for the maintenance of a detailed record of the initial holding of the converted H Shares held by our Shareholders. Meanwhile, we will submit applications for a domestic transaction commission code and abbreviation, which shall be confirmed by CSDC Shenzhen Branch as authorized by the Shenzhen Stock Exchange;
- (c) the Shenzhen Stock Exchange shall authorize Shenzhen Securities Communication Co., Ltd. to provide services relating to transmission of [REDACTED] orders and [REDACTED] messages in respect of the converted H Shares between the Domestic Securities Company and the Hong Kong Securities Company, and the real-time market forwarding services of the H Shares;
- (d) according to the Notice of the SAFE on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), the Participating Shareholders shall complete the overseas shareholding registration with the local foreign exchange administration bureau before the Shares are sold, and after the overseas shareholding registration, open a specified bank account for the holding of overseas shares by domestic investors at a domestic bank with relevant qualifications and open a fund account for the H Share “Full Circulation” at the Domestic Securities Company. The Domestic Securities Company shall open a securities trading account for the H Share “Full Circulation” at the Hong Kong Securities Company; and

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- (e) the Participating Shareholders shall submit trading orders of the converted H Shares through the Domestic Securities Company. Trading orders of the Participating Shareholders for the relevant Shares will be submitted to the Stock Exchange through the securities trading account opened by the Domestic Securities Company at the Hong Kong Securities Company. Upon completion of the transaction, settlements between each of the Hong Kong Securities Company and CSDC (Hong Kong), CSDC (Hong Kong) and CSDC, CSDC and the Domestic Securities Company, and the Domestic Securities Company and the Participating Shareholders, will all be conducted separately.

As a result of the conversion, the shareholding of the relevant Participating Shareholders in our [REDACTED] Share capital registered shall be reduced by the number of [REDACTED] Shares converted and the number of H Shares shall be increased by the number of converted H Shares.

Domestic Shareholders and [REDACTED] Foreign Shareholders can work with our Company according to the Articles of Association and follow the procedures set out in this document to convert the Domestic Shares and the [REDACTED] Foreign Shares into H Shares after the [REDACTED] if they wish, provided that such conversion of Domestic Shares and [REDACTED] Foreign Shares into and [REDACTED] and [REDACTED] of H Shares will be subject to the approval of the relevant PRC regulatory authorities, including the CSRC, the approval of the Stock Exchange and the satisfaction of the [REDACTED] requirement under the Listing Rules.

TRANSFER OF SHARES ISSUED PRIOR TO [REDACTED]

The PRC Company Law provides that in relation to the public offering of a company, the shares issued prior to the public offering shall not be transferred within a period of one year from the date on which the publicly offered shares are listed on any stock exchange. Accordingly, Shares issued by our Company prior to the [REDACTED] shall be subject to such statutory restriction and not be transferred within a period of one year from the [REDACTED].

For details of the lock-up undertaking given by our Controlling Shareholders to the Stock Exchange, see “[REDACTED]—[REDACTED] Arrangements and Expenses—Undertakings pursuant to the Listing Rules and the Hong Kong [REDACTED] Agreement—Undertakings by our Controlling Shareholders” in this document.

INCREASE IN SHARE CAPITAL

As advised by our PRC Legal Advisors, pursuant to the Articles of Association and subject to the requirements of relevant PRC laws and regulations, our Company, upon the [REDACTED] of our H Shares, is eligible to enlarge its share capital by issuing either new H Shares or new [REDACTED] on the condition that such proposed issuance shall be approved by a special resolution of Shareholders in general meeting conducted in accordance with the provisions of the Articles of Association and that such issuance complies with the

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Listing Rules and other relevant laws and regulations of Hong Kong. To adopt a special resolution of Shareholders in general meeting, more than the two thirds votes represented by the Shareholders (including proxies) present at the general meeting must be exercised in favor of the resolution. Resolutions of a class of Shareholders shall be passed by votes representing more than two thirds of Shareholders with voting rights attending the class Shareholders’ meeting. See “—Ranking” in this section.

REGISTRATION OF SHARES NOT [REDACTED] ON THE 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, an overseas listed company is required to register its shares that are not [REDACTED] on the overseas stock exchange with China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司) within 15 business days upon the [REDACTED] and provide a written report to the CSRC regarding the centralized registration and deposit of its unlisted Shares as well as the current [REDACTED] and [REDACTED] of shares.

SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]

Approval from holders of the Shares is required for the Company to issue H Shares and seek the [REDACTED] of H Shares on the Stock Exchange. The Company has obtained such approval at the Shareholders’ general meeting held on March 23, 2023.