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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yidu Tech Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Yidu Tech Inc. 醫渡科技有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2158)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Yidu Tech Inc. to be held at Conference Room V1, Tylfull Hotel Beijing, Building 1, Nos. 1 Yard, Xitucheng Road, Beijing, PRC on Tuesday, August 24, 2021 at 10:00 a.m. is set out on pages 21 to 26 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.yidutechgroup.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on Sunday, August 22, 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event, the form of proxy shall be deemed to be revoked. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting or any adjourned meeting.**

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of shareholders, the Company will implement the following precautionary measures at the Annual General Meeting:

- compulsory body temperature checks
- compulsory health declaration and shall hold a green health code in Mainland China
- compulsory negative nucleic acid test results within 48 hours prior to the Annual General Meeting
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures may, to the extent permitted under applicable laws, be denied entry into the venue of the Annual General Meeting. All attendees are requested to wear surgical face masks at all times at the venue of the Annual General Meeting. Shareholders are reminded to exercise their voting rights at the Annual General Meeting by appointing the chairman of the Annual General Meeting as proxy to attend and vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting or any adjourned meeting in person.

July 26, 2021

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attending shareholder, proxy and other attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all attendees will be required to complete and sign a health declaration form before admission to the AGM venue and shall hold a green health code in Mainland China;
- (iii) all attendees are required to present a negative nucleic acid test results within 48 hours prior to the AGM;
- (iv) all attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees; and
- (v) no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Conference Room V1, Tylfull Hotel Beijing, Building 1, Nos. 1 Yard, Xitucheng Road, Beijing, PRC at 10:00 a.m. on Tuesday, August 24, 2021, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 26 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Act”	the Companies Act (2020 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Yidu Tech Inc. (醫渡科技有限公司), an exempted company with limited liability incorporated in the Cayman Islands on December 9, 2014, with its Shares initially listed on the Main Board of the Stock Exchange on January 15, 2021 (stock code: 2158)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“Latest Practicable Date”	July 19, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	January 15, 2021, being the listing date when the Shares were listed on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purposes of this circular only, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.00002 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Yidu Tech Inc.
醫渡科技有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2158)

Executive Directors:

Ms. Gong Yingying
(Chairlady and Chief Executive Officer)
Ms. Yang Jing
Dr. Yan Jun
Ms. Zhang Shi

Non-Executive Directors:

Ms. Gao Yongmei
Mr. Zeng Ming

Independent Non-Executive Directors:

Dr. Ma Wei-Ying
Ms. Pan Rongrong
Prof. Zhang Linqi

Registered office:

Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
PO Box 32311
Grand Cayman KY1-1209
Cayman Islands

Headquarters in the PRC:

8/F Health Work
No. 9 Building of Huayuan North Road
Haidian District
Beijing
China

Principal place of business in Hong Kong:

14th Floor, Golden Centre
188 Des Voeux Road Central
Hong Kong

July 26, 2021

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the requisite information in respect of the following proposals to be put forward at the Annual General Meeting: (a) the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. ISSUE MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors to issue any new Shares when the Directors consider desirable for the Company to do so, approval is to be sought from the Shareholders at the Annual General Meeting, pursuant to the Listing Rules, for the grant of the Issue Mandate to the Directors to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation to the Issue Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Issue Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the total number of issued Shares comprised 925,229,510 Shares. Subject to the passing of the ordinary resolution numbered 4 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 185,045,902 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 6, the number of Shares repurchased by the Company under ordinary resolution numbered 5 will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 4 provided that such additional number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing the ordinary resolution in relation to the Issue Mandate and Repurchase Mandate.

3. REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation to the Repurchase Mandate for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, there were 925,229,510 Shares in issue. Subject to the passing of the ordinary resolution numbered 5 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 92,522,951 Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains the requisite information required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 16.2 and 16.20 of the Articles of Association, Ms. Gong Yingying, Ms. Yang Jing, Dr. Yan Jun, Ms. Zhang Shi, Ms. Gao Yongmei, Mr. Zeng Ming, Dr. Ma Wei-Ying, Ms. Pan Rongrong and Prof. Zhang Linqi will retire from office by rotation, and being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

The re-appointment of the abovenamed Directors has been reviewed by the Nomination Committee which has made recommendations to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

The Nomination Committee has also reviewed and assessed the independence of each of Dr. Ma Wei-Ying, Ms. Pan Rongrong and Prof. Zhang Linqi based on their respective confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Dr. Ma Wei-Ying, Ms. Pan Rongrong and Prof. Zhang Linqi are not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of their independent judgment. In addition, taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by the relevant individuals, the Board is satisfied that each of Dr. Ma Wei-Ying, Ms. Pan Rongrong and Prof. Zhang Linqi is of such character, integrity and experience commensurate with office of an independent non-executive Director. The Board believes that they will be able to devote sufficient time to the Board and will continue to provide independent, balanced and objective view to the Company's affairs

Particulars of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS

The forthcoming Annual General Meeting is scheduled to be held on Tuesday, August 24, 2021. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, August 18, 2021 to Tuesday, August 24, 2021, both days inclusive, during such period no transfer of Shares will be registered. In order to attend and vote at the Annual General Meeting, all duly completed share transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, August 17, 2021.

6. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 26 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (a) the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

7. FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yidutechgroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 10:00 a.m. on Sunday, August 22, 2021) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting or any adjourned meeting.**

8. VOTING BY WAY OF POLL

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders is required to abstain from voting at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll, except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder presents in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board

Yidu Tech Inc.

Gong Yingying

Executive Director, Chairlady and Chief Executive Officer

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) Ms. Gong Yingying

Ms. Gong Yingying (宮盈盈), aged 37, is an executive Director, the Chief Executive Officer, the Chairlady of the Board, the Founder of the Company, chairperson of the Nomination Committee and member of the Remuneration Committee. Ms. Gong is responsible for the overall strategy, business direction and management of the Company.

Ms. Gong started her career in Credit Suisse First Boston, the former investment banking division of Credit Suisse group, and served as an analyst from July 2005 to March 2007. She then joined Global Infrastructure Partners LLP, an investment fund focusing on the infrastructure sector, and worked as an analyst from November 2006 to June 2007. From July 2007 to December 2008, Ms. Gong was the investment manager of the global credit transaction group at Deutsche Bank AG. From January 2011 to February 2012, Ms. Gong worked as a deputy general manager at the private equity division of Anbang Insurance Group Co., Ltd.. During her time at Credit Suisse First Boston, Global Infrastructure Partners LLP, Deutsche Bank AG and Anbang Insurance Group Co., Ltd., Ms. Gong worked on a wide range of initial public offerings, mergers and acquisitions and other equity investment transactions, and accumulated extensive investment experience and industry insights. Ms. Gong founded Guizhou Province Xiao Yingying Charity Foundation (貴州省笑盈盈慈善基金會) in March 2019, a charitable foundation focusing on the support of children with rare or major illnesses. Mr. Xu Jiming, a Senior Vice President in our senior management team and one of our Cofounders, is the spouse of Ms. Gong.

Ms. Gong's iconic leadership has been widely recognized. In 2019, she was elected as one of the nine Young Global Leaders from the Greater China region by the World Economic Forum.

Ms. Gong received her Executive Master of Business Administration degree from Cheung Kong Graduate School of Business in October 2012 and her bachelor's degree in economics from the London School of Economics and Political Science in July 2005.

As at the Latest Practicable Date, Ms. Gong was interested in 416,221,675 Shares, representing approximately 44.99% of the issued share capital of the Company within the meaning of Part XV of the SFO. Sweet Panda Limited is wholly-owned by Ms. Gong. Ms. Gong is deemed to be interested in 398,888,890 Shares of the Company held by Sweet Panda Limited under the SFO. Ms. Gong's spouse, Mr. Xu Jiming, is entitled to receive up to 17,332,785 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Option Plans, subject to the conditions (including vesting conditions) of those options. By virtue of the SFO, Ms. Gong is deemed to be interested in all the Shares held by Mr. Xu Jiming.

Ms. Gong has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Ms. Gong is entitled to receive a director's fee of RMB160,000 per annum from the Group for services provided to the Company in her capacity as an executive Director. Ms. Gong's remuneration may include share options, which she may from time to time be entitled. Such remuneration/emoluments will be reviewed annually by the Board and the Remuneration Committee and she is also entitled to a discretionary bonus with reference to her performance and the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Gong (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Ms. Gong that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Gong which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(2) Ms. Yang Jing

Ms. Yang Jing (楊晶), aged 42, is an executive Director, President and the Chief Financial Officer of the Company. Ms. Yang was first appointed the Chief Financial Officer of the Company in September 2017 and was also appointed the President in January 2019. Ms. Yang oversees the finance, legal, marketing and human resources functions, business operational segments and the investing and financing activities of the Company.

Prior to joining the Group in September 2017, Ms. Yang worked at GIC from February 2011 to September 2017, with her last position as vice president. During her time at GIC, Ms. Yang led and participated in multiple private equity investment or exit projects primarily in the healthcare and financial services industries. Ms. Yang worked at Bain & Company as an associate consultant from July 2004 to December 2006, was promoted to senior associate consultant in January 2007 and worked as a consultant from October 2009 to March 2011, where she participated in a wide range of consulting projects advising clients from consumer goods, airline, healthcare, manufacturing and other industries.

Ms. Yang holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania awarded in May 2009 and a master's degree in international economics from Peking University awarded in June 2004. Ms. Yang received her bachelor's degree in international economics from Peking University in July 2002.

As at the Latest Practicable Date, Ms. Yang was interested in 8,000,640 Shares, representing approximately 0.86% of the issued share capital of the Company within the meaning of Part XV of the SFO. The Shares were held by Ms. Yang representing her entitlement to receive up to 8,000,640 Shares pursuant to the exercise of options granted to her under the Pre-IPO Share Option Plans, subject to the conditions (including vesting conditions) of those options.

Ms. Yang has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Ms. Yang is entitled to receive a director's fee of RMB160,000 per annum from the Group for services provided to the Company in her capacity as an executive Director. Ms. Yang's remuneration may include share options, which she may from time to time be entitled. Such remuneration/emoluments will be reviewed annually by the Board and the Remuneration Committee and she is also entitled to a discretionary bonus with reference to her performance and the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yang (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Ms. Yang that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Yang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) Dr. Yan Jun

Dr. Yan Jun (閆峻), aged 42, is an executive Director and the Chief Technology Officer of the Company. Dr. Yan has served as the Chief AI Scientist of the Group since December 2017. Dr. Yan is responsible for the overall technology strategy of the Group, research and development of natural language processing and medical AI technologies and development and management of the technologies for the Group's Big Data Platform and Solutions products.

Before joining the Group in December 2017, Dr. Yan worked at Microsoft (China) Co., Ltd. between July 2006 and November 2017 in various research roles, including as a senior lead researcher in the enterprise intelligence and data mining area. The main areas of Dr. Yan's research included AI knowledge mining, knowledge-based machine learning, text processing technology, information retrieval and internet advertising with an emphasis on AI technologies in the medical field. His research products have led to a range of commercial applications and have been granted numerous patents.

Dr. Yan has published over 80 papers in prestigious academic publications and conferences including Special Interest Group on Knowledge Discovery in Data (SIGKDD) of the Association for Computing Machinery ("ACM"), Special Interest Group on Information Retrieval (SIGIR) of the ACM, International Conference on World Wide Web (WWW) Conference, the International Conference on Data Mining held by the Institute of Electrical and Electronics Engineers ("IEEE") and *IEEE Transactions on Knowledge and Data Engineering*.

Dr. Yan has been a member of the medical health and biological information processing committee of Chinese Information Processing Society of China since December 2018. Dr. Yan also chaired the organizing committee of the Global Artificial Intelligence Technology Conference and was invited as a special forum guest in 2018.

Dr. Yan holds a Ph.D. in applied mathematics from Peking University awarded in July 2006 and received his bachelor's degree in computational mathematics from Jilin University in July 2001.

As at the Latest Practicable Date, Dr. Yan was interested in 2,500,640 Shares, representing approximately 0.27% of the issued share capital of the Company within the meaning of Part XV of the SFO. The Shares were held by Dr. Yan representing his entitlement to receive up to 2,500,640 Shares pursuant to the exercise of options granted to him under the Pre-IPO Share Option Plans, subject to the conditions (including vesting conditions) of those options.

Dr. Yan has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Dr. Yan is entitled to receive a director's fee of RMB160,000 per annum from the Group for services provided to the Company in his capacity as an executive Director. Dr. Yan's remuneration may include share options, which he may from time to time be entitled. Such remuneration/emoluments will be reviewed annually by the Board and the Remuneration Committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Dr. Yan (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Dr. Yan that needs to be brought to the attention of the Shareholders and there is no other information relating to Dr. Yan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(4) Ms. Zhang Shi

Ms. Zhang Shi (張實), aged 48, is an executive Director, Senior Vice President (Big Data Platform and Solutions) and Head of Government Affairs of the Company. Ms. Zhang leads and manages the Big Data Platform and Solutions business of the Group and oversees the communications and relations with governmental bodies. Since joining the Group in September 2017, Ms. Zhang has held various senior positions at Beijing Yiyi Cloud, including the chief executive officer since February 2020 and the chief operating officer between September 2017 and February 2020. Ms. Zhang has also served as the president of Yidu Cloud Guizhou since September 2017.

Prior to joining the Group, Ms. Zhang worked at Microsoft (China) Co., Ltd. in a variety of roles, including as supervisor of channels, general manager of several business divisions and the director of sales and government, from February 2006 to September 2017. Before joining Microsoft, Ms. Zhang worked as a client manager in the marketing teams at China HP Co., Ltd. from February 2004 to February 2006. Ms. Zhang worked at Dell (China) Co. Ltd. as a key account manager from October 1998 to March 2003, and at Hughes Network Systems, LLC in its Beijing office as a system engineer from October 1995 to October 1998.

Ms. Zhang received her bachelor's degree in electrical engineering from the Southwest Jiaotong University in July 1995.

As at the Latest Practicable Date, Ms. Zhang was interested in 14,624,205 Shares, representing approximately 1.58% of the issued share capital of the Company within the meaning of Part XV of the SFO. The Shares were held by Ms. Zhang representing her entitlement to receive up to 14,624,205 Shares pursuant to the exercise of options granted to her under the Pre-IPO Share Option Plans, subject to the conditions (including vesting conditions) of those options.

Ms. Zhang has entered into a service contract with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the service contract. Ms. Zhang is entitled to receive a director's fee of RMB160,000 per annum from the Group for services provided to the Company in her capacity as an executive Director. Ms. Zhang's remuneration may include share options, which she may from time to time be entitled. Such remuneration/emoluments will be reviewed annually by the Board and the Remuneration Committee and she is also entitled to a discretionary bonus with reference to her performance and the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhang (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Ms. Zhang that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Zhang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTORS

(5) Ms. Gao Yongmei

Ms. Gao Yongmei (高永梅), aged 51, is a non-executive Director of the Company. Ms. Gao has served as the vice president of Sunshine Life Insurance Corporation Limited since April 2017. Prior to joining Sunshine Life Insurance Corporation Limited, Ms. Gao worked at New China Life Insurance Co., Ltd. (Stock Exchange stock code: 1336; Shanghai Stock Exchange stock code: 601336) from October 2002 to November 2016 in a variety of roles, including as general manager of the Jilin branch.

Ms. Gao received her executive master of business administration degree from Peking University in January 2012 and her bachelor's degree in economics and management from Shaanxi Province Central Party School of the Communist Party of China in June 1995.

As at the Latest Practicable Date, Ms. Gao did not hold any Shares within the meaning of Part XV of the SFO.

Ms. Gao has entered into an appointment letter with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the appointment letter. Ms. Gao is entitled to receive a director's fee of RMB160,000 per annum. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Ms. Gao (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Ms. Gao that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Gao which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(6) Mr. Zeng Ming

Mr. Zeng Ming (曾鳴), aged 51, was appointed as a non-executive Director of the Company with effect from June 25, 2021. Mr. Zeng was appointed as an independent non-executive director of Longfor Group Holdings Limited (Stock Exchange stock code: 960) on June 3, 2011. He is also the chairman of the remuneration committee of Longfor Group Holdings Limited. Mr. Zeng was the chief strategy officer of Alibaba Group between 2006 and 2018. Mr. Zeng has published a number of books on business strategies. Mr. Zeng obtained his Doctor of Philosophy degree in International Business and Strategy from University of Illinois at Urbana-Champaign, USA in 1998 and a Bachelor of Arts degree in Economics from Fudan University (復旦大學) in 1991. Mr. Zeng was the professor of Strategy at Cheung Kong Graduate School of Business, Beijing China and a faculty member at INSEAD, France.

As at the Latest Practicable Date, Mr. Zeng, through Perfect Sword Limited, a company controlled by him and his spouse, was interested in 2,163,845 Shares, representing approximately 0.23% of the issued share capital of the Company within the meaning of Part XV of the SFO. The Shares were held by Mr. Zeng, through Perfect Sword Limited, representing his entitlement to receive up to 2,163,845 Shares pursuant to the exercise of options granted to him, through Perfect Sword Limited, under the Pre-IPO Share Option Plans, subject to the conditions (including vesting conditions) of those options.

Mr. Zeng has entered into an appointment letter with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the appointment letter. Mr. Zeng is entitled to receive a director's fee of RMB160,000 per annum. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zeng (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Mr. Zeng that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Zeng which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(7) Dr. Ma Wei-Ying

Dr. Ma Wei-Ying (馬維英), aged 53, was appointed as an independent non-executive Director, chairperson of the Remuneration Committee and members of the Audit Committee and Nomination Committee of the Company in January 2021. Dr. Ma has served as a vice president and the head of the AI Laboratory at ByteDance between February 2017 and August 2020, where he is responsible for the fundamental research and technology development in the fields of, among others, machine learning, computer vision, speech and audio processing, natural language processing and personalized recommendation and search engine. Before joining ByteDance, Dr. Ma worked at Microsoft Research Asia (“MSRA”) from April 2001 to February 2017 as the assistant managing director. At MSRA, Dr. Ma led the research groups in various areas, including AI, machine learning, natural language computing and web search and data mining. Prior to joining MSRA, Dr. Ma worked as a software design engineer in the internet information technology department at the Hewlett-Packard Labs in Palo Alto, California, the United States, from April 1998 to April 2001 in the fields of multimedia content analysis and adaptation. From October 2007 to December 2019, Dr. Ma also served as a guest professor in computer science at National Taiwan University. Since October 2020, Dr. Ma also served as an IEEE Fellow and ACM Distinguished Scientist at Institute for AI Industry Research, Tsinghua University.

Dr. Ma has over 160 granted patents and has published more than 300 papers in prestigious international journals and conferences. He served on the editorial boards of several professional journals including *ACM Transactions on Information System*. He served as the co-chairman of the Special Interest Group on Information Retrieval (SIGIR 2011) and the co-chairman of the Program Committee of the World Internet Conference (WWW 2008). Dr. Ma was accredited as the fellow of the IEEE in 2011 and a Distinguished Scientist by ACM in 2010. He won the second prize of Wu Wen Jun AI Science & Technology Award in 2017.

Dr. Ma holds a Ph.D. in electrical and computer engineering from the University of California, Santa Barbara, awarded in June 1997. Dr. Ma received his master’s degree in electrical and computer engineering from the University of California, Santa Barbara in December 1994 and his bachelor’s degree in electrical engineering from National Tsing Hua University in June 1990.

As at the Latest Practicable Date, Dr. Ma did not hold any Shares within the meaning of Part XV of the SFO.

Dr. Ma has signed an appointment letter with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the appointment letter. Dr. Ma is entitled to receive a director’s fee of RMB160,000 per annum. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ma (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Dr. Ma that needs to be brought to the attention of the Shareholders and there is no other information relating to Dr. Ma which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(8) Ms. Pan Rongrong

Ms. Pan Rongrong (潘蓉蓉), aged 43, was appointed as an independent non-executive Director and chairperson of the Audit Committee of the Company in January 2021. Ms. Pan has been the chief financial officer and a vice president of finance at SciClone Pharmaceuticals Group since September 2018. Ms. Pan has served as a joint company secretary for SciClone Pharmaceuticals (Holdings) Limited (賽生藥業控股有限公司) (Stock Exchange Stock code: 6600) since February 2021. Between July 2002 and November 2018, Ms. Pan worked at PricewaterhouseCoopers, Shanghai branch initially as an auditor; in July 2013, Ms. Pan became a partner of the audit practice of PricewaterhouseCoopers and held the position until she left PricewaterhouseCoopers in November 2018.

Ms. Pan was accredited as a member of the Chinese Institute of Certified Public Accountants in 2004.

Ms. Pan received her master's degree in accounting from Fudan University in July 2001 and her bachelor's degree in international accounting from Shanghai International Studies University in July 1998.

As at the Latest Practicable Date, Ms. Pan did not hold any Shares within the meaning of Part XV of the SFO.

Ms. Pan has signed an appointment letter with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the appointment letter. Ms. Pan is entitled to receive a director's fee of RMB160,000 per annum. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Ms. Pan (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualifications.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Ms. Pan that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Pan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(9) Prof. Zhang Linqi

Prof. Zhang Linqi (張林琦), aged 57, was appointed as an independent non-executive Director and members of the Audit Committee, Remuneration Committee and Nomination Committee of the Company in January 2021. Prof. Zhang has been a professor of microbiology and infectious diseases at the School of Medicine, Tsinghua University since July 2008. At the School of Medicine, Tsinghua University, Prof. Zhang also served the role of Deputy Dean between January 2014 and June 2015. Before joining Tsinghua University, Prof. Zhang worked at the Aaron Diamond AIDS Research Center of the Rockefeller University as an associate professor between 2003 and 2007, an assistant professor at the Rockefeller University between August 1998 and January 2003, and a research scientist at the Aaron Diamond AIDS Research Center between September 1995 and July 1998. Prof. Zhang has served as an independent director for Shuo Shi Biologics (碩世生物) (Shanghai Stock Exchange stock code: 688399) since August 2017.

Prof. Zhang has over 30 years of experience researching the pathogenesis of major human viral diseases and vaccine development. His research primarily focuses on HIV but also includes COVID-19, Middle East respiratory syndrome coronavirus, Ebola virus, Zika virus, avian influenza virus and other emerging highly pathogenic viruses. Prof. Zhang has published over 80 papers in leading academic journals including *Nature*, *New England Journal of Medicine*, *Nature Medicine*, *Journal of Clinical Investigation* and *JAMA*, many of which are widely cited.

Prof. Zhang is the recipient of multiple national awards in China in recognition of his achievements, including the National Science and Technology Awards second prize in 2015 and Distinguished Young Scholar of National Natural Science Foundation in 2008. Prof. Zhang has also served as an expert member of national advisory boards of the PRC government and several international organizations on HIV/AIDS and infectious diseases and was elected a foreign fellow of the African Academy of Sciences in 2016.

Prof. Zhang holds a Ph.D. from the University of Edinburgh awarded in July 1993. He received a bachelor's degree in biology from the Beijing Normal University in July 1985.

As at the Latest Practicable Date, Prof. Zhang did not hold any Shares within the meaning of Part XV of the SFO.

Prof. Zhang has signed an appointment letter with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the appointment letter. Prof. Zhang is entitled to receive a director's fee of RMB160,000 per annum. Such remuneration will be reviewed annually by the Board and the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Prof. Zhang (i) did not hold any other position with the Company and other members of the Group; (ii) did not have any relationship with any other Directors, senior management, or substantial shareholders or Controlling Shareholder; (iii) had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have other major appointments and professional qualification.

Save for the information disclosed above, as at the Latest Practicable Date, there is no other matter in relation to the re-election of Prof. Zhang that needs to be brought to the attention of the Shareholders and there is no other information relating to Prof. Zhang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 925,229,510 Shares of par value of US\$0.00002 each which have been fully paid. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 925,229,510 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase a maximum of 92,522,951 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares 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. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchases would be in the best interests of the Company. If the Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at March 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors 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 of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to sell any Shares held by him or her to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Gong is deemed to be interested in 416,221,675 Shares through Sweet Panda Limited and her spouse, Mr. Xu Jiming, under the SFO, representing approximately 44.99% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, such interests will be increased to approximately 49.98% of the issued share capital of the Company.

To the best knowledge and belief of the Directors and in the absence of any special circumstances, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors do not propose to exercise the Share repurchase to such an extent as would, in the circumstances, give rise to obligations to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares of the Company would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HKD</i>	Lowest prices <i>HKD</i>
2021		
January	69.800	47.350
February	63.800	45.850
March	50.800	32.300
April	43.200	35.100
May	46.700	35.100
June	48.400	38.300
July (up to the Latest Practicable Date)	41.750	36.500

NOTICE OF ANNUAL GENERAL MEETING



Yidu Tech Inc.
醫渡科技有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2158)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Yidu Tech Inc. (the “**Company**”) will be held at Conference Room V1, Tylfull Hotel Beijing, Building 1, Nos. 1 Yard, Xitucheng Road, Beijing, PRC on Tuesday, August 24, 2021 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2021 and the reports of the directors (the “**Directors**”) and auditor thereon.
2. To re-elect Directors and authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration:
 - (a) To re-elect Ms. Gong Yingying as an executive Director;
 - (b) To re-elect Ms. Yang Jing as an executive Director;
 - (c) To re-elect Dr. Yan Jun as an executive Director;
 - (d) To re-elect Ms. Zhang Shi as an executive Director;
 - (e) To re-elect Ms. Gao Yongmei as a non-executive Director;
 - (f) To re-elect Mr. Zeng Ming as a non-executive Director;
 - (g) To re-elect Dr. Ma Wei-Ying as an independent non-executive Director;
 - (h) To re-elect Ms. Pan Rongrong as an independent non-executive Director;
 - (i) To re-elect Prof. Zhang Linqi as an independent non-executive Director; and
 - (j) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of US\$0.00002 each in the share capital of the Company (“**Shares**”) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for 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 of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of the following two items:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorised by resolution numbered 6) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of resolution numbered 5 (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 5),

and the approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the amended and restated articles of association of the Company (“**Articles of Association**”) to be held; or
- (3) the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting of the Company revoking or varying the authority given to the Directors by this resolution; and

(b) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such Shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

5. “That:

- (i) subject to paragraph (ii) below of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable law(s) or the Articles of Association to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“That** conditional upon the resolutions numbered 4 and 5 set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and/or options which might require the exercise of such powers pursuant to the resolution numbered 4 set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board

Yidu Tech Inc.

Gong Yingying

Executive Director, Chairlady and Chief Executive Officer

Hong Kong, July 26, 2021

Registered office:

Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
PO Box 32311
Grand Cayman KY1-1209
Cayman Islands

Headquarters in the PRC:

8/F Health Work
No. 9 Building of Huayuan North Road
Haidian District
Beijing
China

Principal place of business in Hong Kong:

14th Floor, Golden Centre
188 Des Voeux Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxy(ies) to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 10:00 a.m. on Sunday, August 22, 2021) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Wednesday, August 18, 2021 to Tuesday, August 24, 2021, both days inclusive, in order to determine the eligibility of shareholders to attend and vote at the above meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, August 17, 2021.
- (v) In respect of resolutions numbered 2 above, details of the directors of the Company proposed for re-election are set out in Appendix I to the Circular.
- (vi) In respect of the resolution numbered 4 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Circular.

NOTICE OF ANNUAL GENERAL MEETING

(viii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

As at the date of this notice, the Board of Directors of the Company comprises Ms. Gong Yingying, Ms. Yang Jing, Dr. Yan Jun and Ms. Zhang Shi as executive Directors; Ms. Gao Yongmei and Mr. Zeng Ming as non-executive Directors; and Dr. Ma Wei-Ying, Ms. Pan Rongrong and Prof. Zhang Linqi as independent non-executive Directors.