

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

ANGELALIGN TECHNOLOGY INC.

時代天使科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6699)

CONNECTED TRANSACTION ACQUISITION OF CC ORTHODONTICS AND TERMINATION OF THE PARTNERSHIP

ACQUISITION OF CC ORTHODONTICS

Reference is made to the announcements of the Company dated January 28, 2022, October 28, 2022 and September 22, 2023 in respect of the formation and capital increase in the Partnership.

On March 19, 2024, Angelalign SG, a wholly owned entity of the Company, the Partnership and CC Orthodontics entered into the Share Purchase Agreement, pursuant to which, Angelalign SG agreed to purchase, and the Partnership, as the sole shareholder of CC Orthodontics, agreed to transfer, 100% of the equity interests of CC Orthodontics at nil consideration, after which, CC Orthodontics will be a wholly-owned subsidiary of Angelalign SG.

The Partnership has been established to invest in innovative digital technologies and products globally across the digital orthodontic value chain. CC Orthodontics is the investment holding company established by the Partnership for investment in its portfolio companies. As of the date of this announcement, it has invested in several companies along the global digital orthodontic industry chain. Having taken into account the business development and future strategy of the Company, the Directors considered that it would be in the best interests of the Company to directly hold and manage the investment in the portfolio companies of the Partnership, through which, the Company will be able to directly benefit from the synergy generated therein.

TERMINATION OF THE PARTNERSHIP

On March 19, 2024, CC Founder Holdings LLC, as the general partner of the Partnership, resolved to voluntarily wind up and dissolve the Partnership pursuant to the terms of the Limited Partnership Agreement. Immediately before the dissolution, it is expected that the whole asset of the Partnership will be CC Orthodontics, and there will be no loan or payable owed by the Partnership to any third party. Based on the mutual agreements between the partners of the Partnership, CC Orthodontics will be distributed to the Company via the Acquisition of CC Orthodontics, and CC Founder Holdings LLC will not receive any asset nor payment as a result of the dissolution. The Termination of the Partnership is expected to be completed in due course after the completion of the Acquisition of CC Orthodontics.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CC Founder Holdings LLC, CC Orthodontics and the Partnership, parties to the Transactions, are ultimately controlled by CareCapital Group, the controlling shareholder of the Company. Therefore, each of the Partnership, CC Founder Holdings LLC and CC Orthodontics is a connected person of the Company. Accordingly, the Transactions constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Transactions in aggregate exceed 0.1% but are less than 5%, the Transactions are subject to reporting and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Except for Mr. FENG Dai, Mr. HU Jiezhong and Mr. HUANG Kun, who are the Directors of the Company and hold positions in CareCapital Group, the controlling shareholder of the Company, had abstained from voting on the resolutions in respect of the Transactions at the Board meeting, none of the other Directors has material interests in the Transactions or is required to abstain from voting on such resolutions.

INTRODUCTION

Reference is made to the announcements of the Company dated January 28, 2022, October 28, 2022 and September 22, 2023 in respect of the formation and capital increase in the Partnership.

The Board is pleased to announce that, having taken into account the business development and future strategy of the Company, the Company considered that it would be in the best interests of the Company to directly hold and manage the investment in the portfolio companies of the Partnership. As such, on March 19, 2024, Angelalign SG, a wholly owned entity of the Company, the Partnership and CC Orthodontics entered into the Share Purchase Agreement, pursuant to which, among others, Angelalign SG agreed to purchase from the Partnership all of its shares in CC Orthodontics at nil consideration ("**Acquisition of CC Orthodontics**"), after which, CC Orthodontics will be wholly-owned by Angelalign SG. On March 19, 2024, CC Founder Holdings LLC, as the general partner of the Partnership, resolved to voluntarily wind up and dissolve the Partnership pursuant to the terms of the Limited Partnership Agreement ("**Termination of the Partnership**", together with the Acquisition of CC Orthodontics, "**Transactions**") in due course after the completion of the Acquisition of CC Orthodontics. Details of the Transactions are set forth as follows:

ACQUISITION OF CC ORTHODONTICS

On March 19, 2024, Angelalign SG, the Partnership and CC Orthodontics entered into the Share Purchase Agreement. The principal terms of the Share Purchase Agreement are as follows:

- Date: March 19, 2024
- Parties:
- (1) the Partnership;
 - (2) Angelalign SG; and
 - (3) CC Orthodontics

Acquisition of Interests and Consideration:	Angelalign SG agreed to purchase, and the Partnership agreed to transfer, 100% of the equity interests of CC Orthodontics at nil consideration.
Conditions:	The closing of the Acquisition of CC Orthodontics is conditionally upon certain customary conditions precedent, including the necessary approvals from the relevant parties and third parties (including governmental authorities) and the performance of parties' respective obligation therein.
Expenses:	Each party shall pay all of the legal, financial, administrative and other fees, costs and expenses incurred by it in connection with the negotiation, execution, delivery and performance of the Share Purchase Agreement and the consummation of the transactions contemplated hereby.
Termination:	The Share Purchase Agreement may be terminated prior to the closing by mutual written consent of the parties thereto or by any party with respect to itself, if, due to change of applicable laws, the consummation of the transactions contemplated hereunder would become prohibited under applicable laws.

The consideration of the Acquisition of CC Orthodontics was determined based on arms-length negotiation between the parties thereto with reference to the respective capital contribution of the partners to the Partnership and the distribution allocation arrangement of the Partnership as described in details below. The Acquisition of CC Orthodontics is expected to be completed by end of June 2024.

TERMINATION OF THE PARTNERSHIP

On March 19, 2024, CC Founder Holdings LLC, as the general partner of the Partnership, resolved to voluntarily wind up and dissolve the Partnership pursuant to the terms of the Limited Partnership Agreement. Immediately before the dissolution, it is expected that the whole asset of the Partnership will be CC Orthodontics, and there will be no loan or payable owed by the Partnership to any third party. Based on the mutual agreements between the partners of the Partnership, CC Orthodontics will be distributed to the Company via the Acquisition of CC Orthodontics, and CC Founder Holdings LLC will not receive any asset nor payment as a result of the dissolution.

The distribution allocation arrangement was determined based on arms-length negotiation between the parties thereto with reference to the respective contribution of partners to the Partnership. The Termination of the Partnership is expected to be completed in due course after the completion of Acquisition of CC Orthodontics.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Partnership has been established to invest in innovative digital technologies and products globally across the digital orthodontic value chain. CC Orthodontics is the investment holding company established by the Partnership for investment in its portfolio companies. As of the date of this announcement, it has invested in several companies along the global digital orthodontic industry chain. Having taken into account the business development and future strategy of the Company, the Directors considered that it would be in the best interests of the Company to directly hold and manage the investment in the portfolio companies of the Partnership, through which, the Company will be able to directly benefit from the synergy generated therein.

The terms of the Transactions were agreed after arm's length negotiations among the parties thereto. The Board is of the view that the Transactions are conducted in the ordinary and usual course of business of the Group and are conducted on normal commercial terms or better, which are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES INVOLVED

Information on the Group

Founded in 2003 in China, the Group is the leading clear aligner solutions provider with the largest market share in China. The Group is also developing its international business rapidly and has expanded into more than 30 countries and regions in Asia-Pacific, Europe, the Middle East, North America and South America.

Information on the Partnership

The Partnership is an exempted limited partnership in the Cayman Islands established in accordance with laws of the Cayman Islands. The Partnership is intended to invest in the innovative digital technologies and products globally across the digital orthodontic value chain. CC Founder Holdings LLC acts as the general partner of the Partnership and is responsible for the management, policies and control of the Partnership. CC Founder Holdings LLC is a company incorporated under the laws of the Cayman Islands which is a company established by CareCapital Group to hold its investment portfolios and is ultimately controlled by CareCapital Group.

Information on the CareCapital Group

CareCapital Group, founded in 2015, is an investment and operating group committed to building the dental and oral care industry for the digital age, and is the controlling shareholder of the Company. CareCapital Group owns both majority and minority stakes in a variety of businesses that span the full dental industry value chain, from education and training at the very upstream, to aligners, implants, biologics, imaging equipment and intraoral scanner in the mid-upstream, to clinic management software and distribution in the midstream, and finally to dental hospitals and chain clinics in the downstream. The asset portfolio of CareCapital Group encompasses various leading players in the above subsegments of dental industry, and the geography of such portfolio spans across China, South Korea, United States of America and Europe.

Information on CC Orthodontics

CC Orthodontics is an exempted company incorporated under the laws of Cayman Islands with limited liability, which is the investment holding company established by the Partnership for holding its investment in portfolio companies. As of the date of this announcement, it has invested in several companies along the global digital orthodontic industry chain. After the completion of Acquisition of CC Orthodontics, the Group will wholly own CC Orthodontics and indirectly own minority interests in the portfolio companies invested by CC Orthodontics, all of which are independent third parties to the Company.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CC Founder Holdings LLC, CC Orthodontics and the Partnership, parties to the Transactions, are ultimately controlled by CareCapital Group, the controlling shareholder of the Company. Therefore, each of the Partnership, CC Founder Holdings LLC and CC Orthodontics is a connected person of the Company. Accordingly, the Transactions constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Transactions in aggregate exceed 0.1% but are less than 5%, the Transactions are subject to reporting and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Except for Mr. FENG Dai, Mr. HU Jiezhong and Mr. HUANG Kun, who are the Directors of the Company and hold positions in CareCapital Group, the controlling shareholder of the Company, had abstained from voting on the resolutions in respect of the Transactions at the Board meeting, none of the other Directors has material interests in the Transactions or is required to abstain from voting on such resolutions.

DEFINITION

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

“Angelalign SG”	Angelalign Technology Pte. Ltd., a wholly-owned subsidiary of the Company in Singapore
“Board”	the board of directors of the Company
“CareCapital Group”	Mr. FENG Dai and the entities controlled by him directly or indirectly for holding interests in the Company under the trade name of CareCapital
“CC Orthodontics”	CareCapital Orthodontics Development, an exempted company incorporated under the laws of Cayman Islands with limited liability
“China”	the People's Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan solely for the purpose of this announcement

“Company”	Angelalign Technology Inc. (時代天使科技有限公司), an exempted company incorporated under the laws of Cayman Islands with limited liability on November 29, 2018
“connected person”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Limited Partnership Agreement”	the supplemental agreement to the second amended and restated exempted limited partnership agreement entered into between the Company and CC Founder Holdings LLC on September 21, 2023
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Partnership”	CareCapital Aligner Tech L.P., an exempted limited partnership in the Cayman Islands established in accordance with laws of the Cayman Islands
“Shareholder(s)”	holder(s) of the shares of the Company
“Share Purchase Agreement”	the share purchase agreement entered into between Angelalign SG, the Partnership and CC Orthodontics on March 19, 2024
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto under the Listing Rules

By Order of the Board
Angelalign Technology Inc.
Mr. FENG Dai
Chairman

Hong Kong, March 19, 2024

As at the date of this announcement, the Board comprises Mr. HU Jiezhong, Mr. HUANG Kun, Mr. SONG Xin and Ms. DONG Li as executive Directors; Mr. FENG Dai as a non-executive Director; Mr. HAN Xiaojing, Mr. SHI Zi and Mr. ZHOU Hao as independent non-executive Directors.