

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### A. Further Information about Our Group

#### 1. Incorporation of Our Company

Our Company was established as a joint stock company with limited liability in the PRC on October 30, 2014, and was subsequently converted into a limited liability company on July 15, 2016. On June 30, 2021, our Company was further converted into a joint stock company with limited liability under the laws of the PRC. As of the Latest Practicable Date, the registered capital of the Company was RMB338,495,832.

Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on May 24, 2023, and our Company's principal place of business in Hong Kong is at 40th Floor, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong. Ms. ZHANG Xiao (張瀟) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong. The address for service of process is 40th Floor, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong.

As of the date of this document, our Company's head office was located at Building 2, 2 Minzuyuan, Minzuyuan Road, Chaoyang District, Beijing, China.

#### 2. Changes in Share Capital of Our Company

On October 30, 2014, our Company was incorporated with a registered capital of RMB100,000,000.

There has been no alteration in the share capital of the Company within two years immediately preceding the date of this document.

#### 3. Resolutions of the Shareholders of Our Company Passed on April 10, 2023

Pursuant to general meetings held on April 10, 2023, among other things, our Shareholders resolved that:

- (a) the [REDACTED] by our Company of H Shares of nominal value of RMB1.00 each and the [REDACTED] of such H Shares on the main board of the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] pursuant to the [REDACTED] shall be no more than [REDACTED] H Shares;

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- (c) subject to filing with the CSRC, upon completion of the [REDACTED], 180,000,000 [REDACTED] Shares will be converted into H Shares on a one-for-one basis;
- (d) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to the Board to amend the Articles of Association for the purpose of the Company's [REDACTED]; and
- (e) authorization of the Board to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

**4. Changes in Share Capital of Our Subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in note 11 to the Accountant's Report as set out in Appendix I.

The following subsidiaries were incorporated within two years immediately preceding the date of this document:

Name of Subsidiary	Place of Incorporation	Date of Incorporation
Anyang Rimag Medical Imaging Co., Ltd. (安陽一脈陽光醫學影像有限公司) . . . . .	PRC	August 8, 2022
Liaoning Rimag Hospital Co., Ltd. (遼寧一脈陽光醫院有限公司) . . .	PRC	April 14, 2023
Shaanxi Rimag Yutai Medical Technology Co., Ltd. (陝西一脈裕泰醫療科技有限公司) . . . . .	PRC	May 16, 2023
Suichuan Rimag Medical Imaging Co., Ltd. (遂川一脈陽光醫學影像有限公司) . . . . .	PRC	July 18, 2023
Enshizhou Jianshixian Rimag Medical Technology Co., Ltd. (恩施州建始縣一脈陽光醫療科技有限公司) . . . . .	PRC	August 18, 2023
Jiaozuo Rimag Medical Imaging Co., Ltd. (焦作一脈陽光醫療影像有限公司) . . . . .	PRC	December 15, 2023
Chibi Rimag Medical Technology Co., Ltd. (赤壁市一脈陽光醫療科技有限公司) . . . . .	PRC	January 4, 2024

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Name of Subsidiary	Place of Incorporation	Date of Incorporation
Rimag Cloud Medical Technology (Beijing) Co., Ltd. (一脈雲醫學科技(北京)有限公司) . . . . .	PRC	January 22, 2024
Beijing Rimag Yuntai Medical Devices Co., Ltd. (北京一脈雲泰醫療器械有限公司) . . . . .	PRC	April 2, 2024
Rimag Medical Imaging (Hong Kong) Co., Limited (一脈陽光醫學影像(香港)有限公司) . . . . .	Hong Kong	April 8, 2024
Weifang Rimag Medical Imaging Diagnosis Co., Ltd. (濰坊一脈陽光醫學影像診斷有限公司) . . . . .	PRC	May 7, 2024

There has been no alteration in the share capital of any subsidiary of our Company within the two years immediately preceding the date of this document.

Save for the subsidiaries mentioned in the Accountant’s Report set out in Appendix I to this document, our Company has no other subsidiaries.

### **B. Corporate Reorganization**

Our Company has not gone through any corporate reorganization. For details of the history and development of our Company, see the section headed “History and Corporate Structure” in this document.

### **C. Further Information about Our Business**

#### ***1. Summary of the Material Contracts***

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

- (a) the thirteenth amended and restated shareholders agreement dated April 4, 2023 entered into between the Company, WANG Shihe (王世和), GU Junjun (顧軍軍), YU Kaitao (于開濤), LUO Lifang (羅立方), ZHOU Xiaoyan (周小炎), ZHAO Wenbing (趙文兵), YANG Jun (楊俊), Nanchang Rimag, Beijing GS, Baishan Investment, PICC Beijing, Jiangxi Fenyong Technology Service Co., Ltd. (江西奮勇科技服務有限公司), JD Yingzheng, Ganjiang New Area Development and Investment Group Co., Ltd. (贛江新區創新產業投資有限公司), Gongqingcheng Zhongjin Zhihe Medical Industry Investment Partnership (Limited Partnership) (共青城中錦志和醫療產業投資合夥企業(有限合夥)), Ningbo Meishan Free Trade Port Zone CICC Haoguan Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區中金滯冠股權投資合夥企業(有限合夥)), Beijing Rimag, CICC Yingrun, Nanjing Neovision Growth Phase I

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Equity Investment Partnership (Limited Partnership) (南京高科新浚成長一期股權投資合夥企業(有限合夥)), Gongqingcheng Zhihe Phase II Investment Partnership (Limited Partnership) (共青城智合二期投資合夥企業(有限合夥)), Hangzhou Jingxin Venture Capital Partnership (Limited Partnership) (杭州鏡心創業投資合夥企業(有限合夥)), WWH, Beijing Shengzixin Technology Development Co., Ltd. (北京盛澤鑫科技發展有限公司), Nanjing Neovision Venture Capital Partnership (Limited Partnership) (南京高科創業投資合夥企業(有限合夥)), Gongqingcheng Xiaofeng Zhirui Entrepreneur Investment Partnership (Limited Partnership) (共青城曉灑智睿創業投資合夥企業(有限合夥)), Shaanxi Hongrui Tourism Development Co., Ltd. (陝西鴻瑞旅遊發展有限公司), Beijing Meiyue Enterprise Consulting Center (Limited Partnership) (北京美越企業諮詢中心(有限合夥)), Beijing Huayu Rongchuang Technology Co., Ltd. (北京華宇融創科技有限公司), Jiangxi Provincial State-owned Enterprise Asset Management (Holding) Co., Ltd. (江西省國有資本運營控股集團有限公司), Ningbo Zhuda Equity Investment Partnership (Limited Partnership) (寧波珠達股權投資合夥企業(有限合夥)), Shanghai Liying Investment Management Center (Limited Partnership) (上海立贏投資管理中心(有限合夥)), OGF, ONH, Nanjing Neovision Innovation Equity Investment Partnership (Limited Partnership) (南京高科新浚創新股權投資合夥企業(有限合夥)), Novel Wealth Management Limited 諾緯資產管理有限公司, Zaozhuang Ruiqing Equity Investment Limited Partnership (Limited Partnership) (棗莊瑞慶股權投資合夥企業(有限合夥)), ZENG Delu (曾德祿), Shanghai Huiyan Investment Management Center (Limited Partnership) (上海匯晏投資管理中心(有限合夥)), Zaozhuang Ruizhi Equity Investment Limited Partnership (Limited Partnership) (棗莊瑞智股權投資合夥企業(有限合夥)); and

(b) the [REDACTED].

### 2. Intellectual Property Rights

#### (a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be or may be material to our business:

No	Trademark	Place of Registration	Registered Owner	Registration No.	Class	Expiry Date
1	<b>Rimag Cloud</b>	PRC	Beijing Rimag Information	60809317	9	May 14, 2022 to May 13, 2032
2	<b>Rimag Cloud</b>	PRC	Beijing Rimag Information	60810782	35	May 14, 2022 to May 13, 2032

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No	Trademark	Place of Registration	Registered Owner	Registration No.	Class	Expiry Date
3	<b>Rimag Cloud</b>	PRC	Beijing Rimag Information	60824759	10	May 28, 2022 to May 27, 2032
4	<b>Rimag Cloud</b>	PRC	Beijing Rimag Information	60812274	42	July 14, 2022 to July 13, 2032
5		PRC	Hubei Zhiying	25853040	44	August 7, 2018 to August 6, 2028
6		PRC	Jiangxi Rimag Medical Technology Service Co., Ltd. (江西一脈陽光醫學科技服務有限公司)("Jiangxi Technology")	42683827	41	December 28, 2020 to December 27, 2030
7		PRC	Jiangxi Technology	42682909	10	October 21, 2020 to October 20, 2030
8		PRC	Jiangxi Technology	42676128	42	January 14, 2021 to January 13, 2031
9	一脈陽光	PRC	The Company	17197440	35	August 21, 2016 to August 20, 2026
10	一脈陽光	PRC	The Company	17197553	42	August 21, 2017 to August 20, 2027
11		PRC	The Company	24986159	35	September 28, 2018 to September 27, 2028
12		PRC	The Company	24991466	42	November 28, 2018 to November 27, 2028
13		PRC	The Company	24995404	36	June 28, 2018 to June 27, 2028
14		PRC	The Company	24995930	44	June 28, 2018 to June 27, 2025
15	一脈陽光	PRC	The Company	24998085	9	July 28, 2018 to July 27, 2028
16		PRC	The Company	25002126	10	August 28, 2018 to August 27, 2028

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No	Trademark	Place of Registration	Registered Owner	Registration No.	Class	Expiry Date
17	一脉阳光	PRC	The Company	25004663	36	June 28, 2018 to June 27, 2028
18	 一脉阳光医学影像	HK	The Company	305590242	9, 10, 35, 36, 38, 42, 44	April 12, 2021 to April 11, 2031
19	一脉阳光	HK	The Company	305590251	9, 10, 35, 36, 38, 42, 44	April 12, 2021 to April 11, 2031
20	一脉阳光医学影像	HK	The Company	305590260	9, 10, 35, 36, 38, 42, 44	April 12, 2021 to April 11, 2031
21		HK	The Company	305590279	9, 10, 35, 36, 38, 42, 44	April 12, 2021 to April 11, 2031
22	 一脉阳光	HK	The Company	305590288	9, 10, 35, 36, 38, 42, 44	April 12, 2021 to April 11, 2031

(b) Software Copyrights

As of the Latest Practicable Date, we have registered the following software copyrights which we consider to be or may be material in relation to our Group's business:

No	Registered Owner	Copyright	Registration number	Date of initial publication
1.	Jiangxi Rimag Cloud Data Co., Ltd. (江西一脉阳光云数据有限公司) ("Jiangxi Rimag Cloud Data")	Artificial intelligence imaging service integration system (人工智能影像服务集成系统)	2021SR1725076	February 20, 2021
2.	Jiangxi Rimag Cloud Data	Cloud pacs system (云pacs系统)	2020SR0803628	April 19, 2020
3.	Jiangxi Rimag Cloud Data	Cloud e-film and reporting system (云电子胶片及报告系统)	2020SR0793189	April 2, 2020
4.	Jiangxi Rimag Cloud Data	Image specialist quality control system (影像专家质量控制系统)	2016SR019700	August 30, 2015
5.	Jiangxi Rimag Cloud Data	Integrated system for reading and diagnostic reports (集专家阅片诊断报告一体化系统)	2016SR015371	August 20, 2015
6.	Jiangxi Rimag Cloud Data	Remote imaging consultation platform management system (远程影像咨询平台管理系统)	2016SR009990	September 15, 2015

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No	Registered Owner	Copyright	Registration number	Date of initial publication
7.	Beijing Rimag Information	Artificial intelligence imaging service integration system (人工智能影像服務集成系統)	2023SR0105101	April 1, 2022
8.	Beijing Rimag Information	RIIMAG cloud medical imaging teleconsultation consultation system (一脈雲醫學影像遠程會診諮詢系統)	2022SR1590239	August 1, 2021
9.	Beijing Rimag Information	RIIMAG cloud medical imaging quality evaluation system (一脈雲醫學影像質量評價系統)	2022SR0982807	April 1, 2021
10.	Beijing Rimag Information	RIIMAG cloud medical imaging big data research platform (一脈雲醫學影像大數據科研平臺)	2022SR0982806	Not yet
11.	Beijing Rimag Information	RIIMAG cloud medical imaging refined operations management system (一脈雲醫學影像精細化運營管理系統)	2022SR0982808	April 10, 2021
12.	Beijing Rimag Information	Standardised system for medical imaging tests (醫學影像檢查項目標準化系統)	2021SR1901290	Not yet
13.	Beijing Rimag Information	Rimag Sunshine Zhiying Classroom APP Software (android) (一脈陽光知影課堂APP軟件(android))	2021SR1165668	March 5, 2021
14.	Beijing Rimag Information	Rimag Sunshine Zhiying classroom app management software (一脈陽光醫學知影課堂app管理軟件)	2021SR1044384	March 5, 2021
15.	Beijing Rimag Information	Medical imaging knowledge mapping system (醫學影像知識圖譜系統)	2020SR0316129	May 22, 2018
16.	Beijing Rimag Information	Medical imaging knowledge base retrieval system (醫學影像知識庫檢索系統)	2020SR0311750	April 5, 2018
17.	Beijing Rimag Information	Disease knowledge mapping system (疾病知識圖譜系統)	2020SR0311754	September 27, 2019
18.	Beijing Rimag Information	Big data intelligent analysis and mining system for medical imaging (醫學影像大數據智能分析挖掘系統)	2020SR0311199	October 6, 2019
19.	Beijing Rimag Information	Medical imaging data dispatch and integration system (醫學影像數據調度整合系統)	2020SR0311489	October 30, 2019
20.	Beijing Rimag Information	Cloud-based RIS systems (基於雲架構的RIS系統)	2020SR0070321	March 3, 2018

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No	Registered Owner	Copyright	Registration number	Date of initial publication
21.	Beijing Rimag Information	Cloud-based teleconsultation systems (基於雲架構的遠程會診系統)	2020SR0070328	June 12, 2016
22.	Beijing Rimag Information	Cloud-based medical imaging appointment management system (基於雲架構的醫學影像預約管理系統)	2020SR0047162	September 1, 2019
23.	Beijing Rimag Information	Cloud-based imaging medical consortium system (基於雲架構的影像醫聯體系統)	2020SR0041185	July 18, 2018
24.	Beijing Rimag Information	Cloud-based PACS systems (基於雲架構的PACS系統)	2020SR0005873	June 25, 2017
25.	Beijing Rimag Information	Cloud-based digital film and storage systems for images (基於雲架構的影像數字膠片與存儲系統)	2020SR0005880	March 2, 2017
26.	Beijing Rimag Information	Intelligent assistive interpretation system for medical imaging reports (醫學影像報告智能輔助解讀系統)	2019SR1401174	October 30, 2019
27.	Beijing Rimag Information	Cloud-based medical image quality control and assessment system (基於雲架構的醫學影像質量控制評估系統)	2019SR0393050	December 25, 2018
28.	Hubei Zhiying	AI-based medical imaging analysis system (基於AI的醫學影像成像分析系統)	2022SR0093978	November 26, 2019
29.	Hubei Zhiying	Big data-based encryption software for medical image transmission (基於大數據的醫學影像傳輸加密處理軟件)	2022SR0093977	July 10, 2019
30.	Hubei Zhiying	Internet-based medical image graphical processing platform (基於互聯網的醫療影像圖片化處理平臺)	2022SR0093976	January 8, 2020
31.	Hubei Zhiying	Intelligent collection and analysis software of medical imaging images (醫療影像圖像智能採集分析軟件)	2021SR2019397	August 10, 2020
32.	Hubei Zhiying	Integrated visualisation management system for medical imaging technology (醫療影像技術可視化集成管理系統)	2021SR2019398	May 12, 2020
33.	Hubei Zhiying	Medical imaging automatic generation platform of case diagnosis and analysis reports (醫學影像病例診斷分析報告自動生成平臺)	2021SR2019290	January 21, 2019

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No	Registered Owner	Copyright	Registration number	Date of initial publication
34.	Hubei Zhiying	Internet-based medical image synthesis and processing technology software (基於互聯網的醫學影像圖像合成處理技術軟件)	2021SR2019399	November 11, 2020
35.	Hubei Zhiying	Integrated management platform for medical image storage data (醫學影像存儲數據集成管理平臺)	2021SR1691642	October 16, 2019
36.	Hubei Zhiying	Zhiying medical big data cloud storage system (智影醫療大數據雲存儲系統)	2019SR0786820	June 5, 2018
37.	Hubei Zhiying	Zhiying medical imaging quality control service system (智影醫學影像質控服務系統)	2019SR0783182	July 1, 2017
38.	Hubei Zhiying	Zhiying cloud medical imaging operations and management system software (智影雲醫學影像運營管理系統軟件)	2019SR0771710	December 3, 2018
39.	Jiangxi Rimag Shenghe Medical Technology Co., Ltd. (江西一脈盛和醫療科技有限公司)	Medical equipment asset management system (醫療設備資產管理系統)	2022SR0767752	June 1, 2022

(c) *Domain Names*

As of the Latest Practicable Date, we have registered following domain names which we consider to be or may be material to our business:

No	Domain Names	Registered Owner	Expiry Date
1.	rimag.com.cn	Zhaoqing Rimag District Medical Imaging Diagnosis Center Co., Ltd.	January 21, 2025
2.	rimagdata.com	Beijing Rimag Information	December 18, 2027
3.	rimagcloud.com	Beijing Rimag Information	December 18, 2027
4.	chinarimag.com	Beijing Rimag Information	January 21, 2025

Save as disclosed above, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

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### D. Further information about Our Directors

#### 1. *Directors' and Supervisors' Service Contracts and Appointment Letters*

We [have entered] into a contract with each of our Directors and Supervisors in respect of, among other things, compliance with the relevant laws and regulations, the Articles of Association and applicable provisions on arbitration.

Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors (other than contracts expiring or determinable by the employer within one year without any payment of compensation (other than statutory compensation)).

#### 2. *Remuneration of Directors*

Save as disclosed in "Directors, Supervisors and Senior Management" and "Appendix I — Accountant's Report — II. Notes to The Historical Financial Information — 38. Benefits and Interests of Directors" for the three financial years ended December 31, 2021, 2022 and 2023, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

### E. Disclosure of Interests

#### 1. *Disclosure of Interests of Directors, Supervisors and Chief Executive of the Company*

(a) *Interests and Short Positions of our Directors or Chief Executive in our Share Capital and our Associated Corporations as of the Latest Practicable Date and following the [REDACTED]*

Immediately following completion of the [REDACTED], the interests or short positions of our Directors and the chief executive of our Company in our Shares, underlying Shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is taken or

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deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

(i) *Interest in Shares*

Name of Directors or chief executive	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding immediately before the [REDACTED]	Approximate percentage of shareholding immediately after the [REDACTED] <sup>(1)</sup>
CHEN Zhaoyang (陳朝陽) <sup>(2)</sup> . . . . .	Interest in controlled corporation	59,088,588	17.46%	[REDACTED]%

Notes:

- (1) The table above is calculated on the basis that the total of [REDACTED] Shares will be in issue immediately after completion of the [REDACTED].
- (2) See the section headed “Substantial Shareholders” in this document for details.

(ii) *Interest in Associated Corporations*

Name	Position in our Group	Capacity/Nature of interest	Name of associate corporations	Percentage Shareholding in our Associated Corporation
XU Ke (徐克). . . . .	Chairman of the Board and Executive Director	Beneficial owner	Liaoning Rimag Medical Imaging Diagnosis Center Co., Ltd. (遼寧一脈陽光醫學影像診斷中心有限公司)	5%

Save as disclosed above, none of the Directors, Supervisors or the chief executive officer of the Company will, immediately following completion of the [REDACTED], has any interests and/or short positions in the Shares, underlying Shares and debentures of our Company’s associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be

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recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

*(b) Interests and Short Positions Disclosable Under Divisions 2 and 3 of Part XV of the SFO*

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

**2. Disclosure of Interests of Substantial Shareholders**

*(a) Interest in the Shares of Our Company*

For information on the persons who will, immediately following the completion of the [REDACTED] and Conversion of [REDACTED] Shares into H Shares, have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who will directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company, see “Substantial Shareholders.”

*(b) Interests of the Substantial Shareholders of Other Members of Our Group*

As of the Latest Practicable Date, so far as our Directors are aware, the following persons (other than our Directors or chief executive of our Company) were interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of other member of our Group:

	Name of Members of our Group	Name of Shareholder(s)	Percentage of Shareholding
1.	齊齊哈爾一脈陽光醫學影像診斷中心有限公司 (Qiqihar Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	李競 (Li Jing)	12%
		王伯良 (Wang Boliang)	11.25%

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	<u>Name of Members of our Group</u>	<u>Name of Shareholder(s)</u>	<u>Percentage of Shareholding</u>
2.	浮梁一脈陽光醫學影像診斷有限公司 (Fuliang Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	程泉 (Cheng Quan)	30%
3.	安福一脈陽光醫學影像中心有限公司 (Anfu Rimag Medical Imaging Center Co., Ltd.) . . . . .	張凱輝 (Zhang Kaihui)	30%
4.	長春一脈陽光醫學影像診斷中心有限公司 (Changchun Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	張春禹 (Zhang Chunyu)	15%
5.	萬安一脈陽光醫學影像診斷中心有限公司 (Wan'an Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	江西同心圓醫療器械有限公司 (Jiangxi Tongxinyuan Medical Equipment Co., Ltd.)	20%
6.	恩施市一脈陽光醫學影像有限公司 (Enshi Rimag Medical Imaging Co., Ltd.) . . . . .	駱子康 (Luo Zikang)	30%
7.	遼寧一脈陽光醫學影像診斷中心有限公司 (Liaoning Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	趙文兵 (Zhao Wenbing)	20%
8.	豐城市一脈陽光醫學影像中心有限公司 (Fengcheng Rimag Medical Imaging Center Co., Ltd.) . . . . .	馮鋼 (Feng Gang)	35%
9.	江西一脈盛和醫療科技有限公司 (Jiangxi Rimag Shenghe Medical Technology Co., Ltd.) . . . . .	曹寶安 (Cao Bao'an) 劉芳照 (Liu Fangzhao)	30% 15%
10.	山東一脈陽光醫療科技有限公司 (Shandong Rimag Medical Technology Co., Ltd.) . . . . .	于開濤 (Yu Kaitao)	30%
11.	西咸新區一脈陽光醫學影像診斷有限公司 (Xixian New District Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	王哲 (Wang Zhe) 上海多和貿易有限公司 (Shanghai Dohe Trading Co., Ltd.)	23% 12%

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	<u>Name of Members of our Group</u>	<u>Name of Shareholder(s)</u>	<u>Percentage of Shareholding</u>
12.	瀋陽一脈陽光沈南醫學影像診斷有限公司 (Shenyang Rimag Shennan Medical Imaging Diagnosis Co., Ltd.) . . . . .	趙文兵 (Zhao Wenbing)	35%
13.	耿馬一脈陽光醫學影像有限公司 (Gengma Rimag Medical Imaging Co., Ltd.) . . . . .	昆明紫璇盈佳醫療服務有限公司 (Kunming Zixuan Yingjia Medical Service Co., Ltd.)	30%
14.	成都一脈佳士醫學影像診斷中心有限公司 (Chengdu Rimag Jiashi Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	佳士健康產業集團有限公司 (Jiashi Health Industry Group Co., Ltd.)	39%
15.	鄭州一脈陽光醫學影像診斷中心有限公司 (Zhengzhou Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	醫康(深圳)醫療健康產業股份公司 (Yikang (Shenzhen) Medical and Health Industry Co., Ltd.)	40%
16.	宜昌市一脈陽光醫學影像診斷中心有限公司 (Yichang Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	湖北邦康投資管理有限公司 (Hubei Bangkang Investment Management Co., Ltd.)	40%
17.	湖南一脈陽光醫學影像診斷中心有限公司 (Hunan Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	長沙持盈保泰醫療科技諮詢合夥企業(有限合夥) (Changsha Chiyingbaotai Medical Technology Consulting Partnership (Limited Partnership))	45%
18.	聊城市一脈陽光醫學影像診斷有限公司 (Liaocheng Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	山東合聚易方投資有限公司 (Shandong Hezhong Yifang Investment Co., Ltd.)	45%
19.	湘潭一脈陽光醫學影像診斷有限公司 (Xiangtan Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	鄧欣 (Deng Xin) 晏陽俊 (Yan Yangjun)	16% 15%

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	<u>Name of Members of our Group</u>	<u>Name of Shareholder(s)</u>	<u>Percentage of Shareholding</u>
20.	福州一脈陽光醫學影像診斷中心有限公司 (Fuzhou Rimag Medical Imaging Diagnosis Center Co., Ltd.) . . . . .	福建康達醫療產業發展有限公司 (Fujian Kangda Medical Industry Development Co., Ltd.) 福建同道醫師匯醫療投資有限公司 (Fujian Tongdao Doctorhui Medical Investment Co., Ltd.)	34%  15%
21.	海南一脈陽光醫療投資管理有限公司 (Hainan Rimag Medical Investment Management Co., Ltd.) . . . . .	蔡麗堅 (Cai Lijian)	49%
22.	射洪佳士一脈醫學影像診斷有限公司 (Shehong Jiashi Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	佳士健康產業集團有限公司 (Jiashi Health Industry Group Co., Ltd.)	49%
23.	湖北智影一脈陽光醫療科技有限公司 (Hubei Zhiying Rimag Medical Technology Co., Ltd.) . . . . .	開弦資本管理有限公司 (Kaixian Capital Management Co., Ltd.)	10%
24.	濟南一脈陽光杏林醫學影像診斷有限公司 (Jinan Rimag Xinglin Medical Imaging Diagnosis Co., Ltd.) . . . . .	山東國醫醫療集團有限公司 (Shandong National Medical Group Co., Ltd.) 山東脈數通醫療科技有限公司 (Shandong Maishutong Medical Technology Co., Ltd.)	20%  10%
25.	江西一脈陽光博海醫學影像有限公司 (Jiangxi Rimag Bohai Medical Imaging Co., Ltd.) . . . . .	江西博海創富醫療管理有限公司 (Jiangxi Bohai Chuangfu Medical Management Co., Ltd.)	40%
26.	陝西一脈裕泰醫療科技有限公司 (Shaanxi Rimag Yutai Medical Technology Co., Ltd.) . . . . .	西安錦希祥遠企業管理服務有限公司 (Xi'an Jinxi Xiangyuan Enterprise Management Service Co., Ltd.)	49%
27.	溫州頤影醫學影像診斷有限公司 (Wenzhou Yiying Medical Imaging Diagnosis Co., Ltd.) . . . . .	溫州頤影健診醫院有限公司 (Wenzhou Yiying Health Clinic Hospital Co., Ltd.)	40%

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**STATUTORY AND GENERAL INFORMATION**

	<u>Name of Members of our Group</u>	<u>Name of Shareholder(s)</u>	<u>Percentage of Shareholding</u>
28.	一脈雲醫學科技（北京）有限公司 (Rimag Cloud Medical Technology (Beijing) Co., Ltd.) . . . . .	山東巨華企業管理諮詢有限公司 Shandong Juhua Enterprise Management Consulting Co., Ltd.	40%
29.	濰坊一脈陽光醫學影像診斷有限公司 (Weifang Rimag Medical Imaging Diagnosis Co., Ltd.) . . . . .	濰坊肆月企業管理有限公司 Weifang Siyue Enterprise Management Co., Ltd.	30%

**3. Disclaimers**

- (a) None of our Directors or Supervisors or any of the parties listed in “Qualifications and Consents of Experts” of this Appendix is interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company;
- (b) Save in connection with the [REDACTED] and the [REDACTED], none of our Directors or Supervisors or any of the parties listed in “Qualifications and Consents of Experts” of this Appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (c) Save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “Qualifications and Consents of Experts” of this Appendix:
  - (i) is interested legally or beneficially in any shares in any member of our Group; or
  - (ii) (has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group; and
- (d) Save as disclosed in the section headed “Business — Our Suppliers”, none of our Directors or Supervisors or their close associates (as defined in the Listing Rules) or any shareholders of our Company (who, to the knowledge of our Directors owns more than 5% of our issued share capital) has any interest in our top five customers or suppliers.

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### F. Employee Incentive Schemes

#### 1. 2021 Share Incentive Scheme

##### (a) Background

The Company has adopted the 2021 Share Incentive Scheme by a resolution of our Shareholders in November 2021. As of the Latest Practicable Date, 20,000,001 Shares subject to the 2021 Share Incentive Scheme were held by Nanchang Rimag, the employee incentive platform, representing approximately 5.91% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED]. The 2021 Share Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as all the award granted pursuant to the 2021 Share Incentive Scheme have been vested and no new option or awards will be granted by our Company under the 2021 Share Incentive Scheme after the [REDACTED].

##### (b) Purposes of the 2021 Share Incentive Scheme

The purposes of the 2021 Share Incentive Scheme are to recognise the contributions of and retain our key employees and motivate them to further promote the development of the Group.

##### (c) Awards

An award under the 2021 Share Incentive Scheme (the “**Award(s)**”) gives a participant in the 2021 Share Incentive Scheme a conditional right when granted the Award to obtain interests in Nanchang Rimag, as determined by the administrative office of the Board (董事會辦公室) (the “**Board Office**”) and approved by the shareholders.

##### (d) Number of Underlying Shares Subject to the 2021 Share Incentive Scheme

The number of Shares held by Nanchang Rimag under the 2021 Share Incentive Scheme is 20,000,001 Shares, representing approximately 5.91% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED] and approximately [REDACTED]% of our total issued share capital immediately upon completion of the [REDACTED].

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### *(e) Participants*

Participants of the 2021 Share Incentive Scheme (the "**Participants**") are selected by the Board Office from the senior- and middle-level management, core employees and other employees who are deemed to have influence on the business performance and future development of the Company and should be subject to the 2021 Share Incentive Scheme of the Group.

### *(f) Terms of the 2021 Share Incentive Scheme*

The provisions of the 2021 Share Incentive Scheme shall in all aspects remain in full force and effect from the date of granting the Awards until the date of full exercise of all the Awards under the 2021 Share Incentive Scheme.

All the Awards granted to the Participants under the 2021 Share Incentive Scheme shall continue to be held by Nanchang Rimag and become vested in the Participants according to the conditions under the 2021 Share Incentive Scheme.

### *(g) Grant and Acceptance of Award*

On and subject to the limitations and conditions of the 2021 Share Incentive Scheme, the list of Participants, the number of Awards to be granted, the grant price and the lock-up period shall be determined by the Board Office and subject to the approval of the Shareholders and the number of Awards to be granted may differ among selected Participants.

After the Board Office has decided to make a grant of Awards to any Participant, the Participant and the Company shall enter into a share incentive agreement, which set out the number of Awards so granted and the conditions (if any) upon which such Awards were granted and the lock-up period.

### *(h) Rights Attached to the Awards*

A Participant shall have right to receive dividend in the Awards after the date on which such Awards are granted and prior to the date on which such Awards are vested.

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*(i) Awards to Be Personal to the Participants*

Prior to the date of vesting of the Awards to the Participant, any Award made under the 2021 Share Incentive Scheme shall be personal to the Participant to whom it is made and shall not be assignable and no Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any other person over or in relation to the Awards referable to him pursuant to such Award.

*(j) Repurchase of Award*

Any unvested Awards shall be unconditionally repurchased by the Company or an entity the Board Office designated (the "**Designated Person**") where (i) such Participant's employment or service with the Group is changed or terminated due to his/her incompetency, violation of moral codes or laws, breach of confidentiality obligation, dereliction of duty or malfeasance or material violation of protocols of the Company; or (ii) such Participant's employment or service with the Group is terminated due to his voluntary resignation, dismissal, laid-off, termination of employment relationship.

If the Participant's employment or service with the Group is terminated by reason of death or disability, in terms of any unvested Awards, (i) in the event of work injuries, the Awards will be vested immediately to the Participant pursuant to the 2021 Share Incentive Scheme; (ii) in the event of non-work injuries, the Awards will be vested partially based on the Participant's contribution to the Group as determined by the Board Office, and the rest of the Awards will be repurchased by the Designated Person; (iii) in the event of death, the Awards will be vested immediately to the legal heir of the Participants pursuant to the 2021 Share Incentive Scheme.

*(k) Takeovers and Mergers and Demerger*

Any event of change in control or merger, or demerger will not affect the implementation of the 2021 Share Incentive Scheme.

*(l) Amendment of the 2021 Share Incentive Scheme*

The 2021 Share Incentive Scheme may be amended in any respect as determined by the Board Office, subject to the condition that such amendment shall not accelerate the expiration date of the lock-up period or lower the grant price of the Awards.

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### *(m) Administration of the 2021 Share Incentive Scheme*

The 2021 Share Incentive Scheme shall be subject to the administration of the Board Office in accordance with the rules of the 2021 Share Incentive Scheme, including the power to amend, implement and construe and interpret the rules of the 2021 Share Incentive Scheme and the terms of the Awards granted under it.

### *(n) Termination of the 2021 Share Incentive Scheme*

The 2021 Share Incentive Scheme will terminate on the date of full release of all the restricted shares under the 2021 Share Incentive Scheme.

### *(o) Details of the Awards Granted*

All Shares underlying the Awards (i.e. 20,000,001 Shares) were transferred to Nanchang Rimag in August 2022. As of the Latest Practicable Date, all Awards pursuant to the 2021 Share Incentive Scheme had been granted and vested to 20 Participants.

## **G. Other Information**

### **1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

### **2. Litigation**

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

### **3. Sole Sponsor**

The Sole Sponsor has made an [REDACTED] on our behalf to the Stock Exchange for the [REDACTED] of, and [REDACTED], the H Shares (including any H Shares to be converted from [REDACTED] Shares). All necessary arrangements have been made enabling the Shares to be admitted into [REDACTED].

The Sole Sponsor confirms that it satisfies the independence criteria applicable to a sponsor set out in Rule 3A.07 of the Listing Rules.

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Our Company has entered into an engagement agreement with the Sole Sponsor, pursuant to which our Company agreed to pay the Sole Sponsor a total fee of US\$500,000 to act as sponsor to our Company in connection with the [REDACTED].

### 4. *Qualifications and Consents of Experts*

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

<u>Name</u>	<u>Qualification</u>
CITIC Securities (Hong Kong) Limited	Licensed to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) of regulated activities as defined under the SFO
Jingtian & Gongcheng	Legal advisor as to PRC law
Tian Yuan Law Firm	Legal advisor to the Company as to PRC data compliance law
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)  Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

As of the Latest Practicable Date, none of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

### 5. *No Material Adverse Change*

Our Directors confirm that there has been no material adverse change in our Company's financial or trading position or prospects since December 31, 2023 (being the date to which our latest audited consolidated financial statements were made up).

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### **6. *Binding Effect***

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

### **7. *Bilingual Document***

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

### **8. *Compliance Adviser***

Our Company have appointed Red Sun Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

### **9. *Preliminary Expenses***

As of Latest Practicable Date, our Company did not incur any material preliminary [REDACTED] of the [REDACTED].

### **10. *Promoters***

The promoters of our Company comprised all of the 26 then shareholders of our Company as of June 30, 2021 before our conversion into a joint stock company with limited liability. Save as disclosed in the section headed "History and Corporate Structure" in this document, within the two years immediately preceding the date of this document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

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### *11. Miscellaneous*

- (1) Save as disclosed in the sections headed "History and Corporate Structure" and "Statutory and General Information" in this document, within the two years immediately preceding the date of this document:
  - (a) no share or loan capital of any member of our Group has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
  - (b) no share or loan capital of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option; and
  - (c) no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
- (2) No founder, management or deferred shares nor any debentures in any member of our Group.
- (3) No share or loan capital or debenture of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option.
- (4) No commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.
- (5) None of our Directors or proposed Directors or experts (as named in this document), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (6) No equity or debt securities of any company within our Group is presently listed on any stock exchange or traded on any trading system nor is any listing or permission to deal being or proposed to be sought.
- (7) Our Company has no outstanding convertible debt securities or debentures.

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**STATUTORY AND GENERAL INFORMATION**

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- (8) There is no arrangement under which future dividends are waived or agreed to be waived.
  
- (9) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document.