

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES AND CONSOLIDATED AFFILIATED ENTITIES

1. Incorporation

Our Company was incorporated in the Cayman Islands on September 26, 2019 as an exempted company with limited liability. Our registered office address is at the offices of Osiris International Cayman Limited, Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, PO Box 32311, Grand Cayman KY1-1209, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles of Association is set out in Appendix IV.

Our registered place of business in Hong Kong is at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 7, 2021 with the Registrar of Companies in Hong Kong. FUNG Po Ting has been appointed as the authorized representative of our Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to accept service of process and any notices on behalf of the Company. The address for service of process is 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

As at the date of this document, our Company's head office was located at Floor 1-2, 4th Street Building S, Kehui Jingu No. 99, Science Avenue Luogang Science City, Huangpu District, Guangzhou, Guangdong Province, China.

2. Changes in share capital of our Company

Our Company was incorporated with an authorized share capital of US\$50,000 divided into 500,000,000 shares of par value US\$0.0001 each.

The following sets out the changes in the Company's issued share capital during the two years immediately preceding the date of this document:

- (1) On May 1, 2022, the Company allotted and issued 5,415,483 and 3,249,290 Series D Preferred Shares of par value of US\$0.00002 each to CTCB Holdings Limited and ATI Opportunities (Nevis) Ltd, respectively.
- (2) On December 30, 2022, the Company allotted and issued 6,582,337, 752,267 and 752,267 Series D+ Preferred Shares of par value of US\$0.00002 each to Prime Orient Holdings Ltd., Fangrong Management Limited and Celaeno Group Limited, respectively.

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- (3) On [●], the Company allotted and issued [63,036,217], [25,214,487] and [38,991,474] Class A Ordinary Shares of par value of US\$0.00002 each to [Endeavor Cloud Limited], [Maofeng Cloud Limited] and [Lianhe Cloud Limited], respectively.

Save as disclosed above, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries and Consolidated Affiliated Entities

A summary of the corporate information and the particulars of our subsidiaries are set out in note 1 to the Accountants’ Report as set out in Appendix I.

The following sets out the changes in the share capital of our subsidiaries and Consolidated Affiliated Entities during the two years immediately preceding the date of this document. For details of our major subsidiary and Consolidated Affiliated Entity, please see the section headed “History, Reorganization and Corporate Structure—Major Subsidiary and Consolidated Affiliated Entity.”

Yunyi Information

On June 6, 2022, Yunyi Information was established as a limited liability company in the PRC with a registered capital of RMB20.0 million.

Chengdu Fangyixing Information Technology Co., Ltd. (成都方易行信息科技有限公司)

On April 17, 2023, Chengdu Fangyixing Information Technology Co., Ltd. was established as a limited liability company in the PRC with a registered capital of RMB10.0 million.

Ruishi Hospital

On June 7, 2023, Ruishi Hospital was established as a limited liability company in the PRC with a registered capital of RMB10.0 million.

Save as disclosed above, there has been no alteration in the share capital of any of the subsidiaries or Consolidated Affiliated Entities of our Company within the two years immediately preceding the date of this document.

4. Reorganization

The companies comprising our Group underwent restructuring in preparation for the [REDACTED]. See “History, Reorganization and Corporate Structure” for details.

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5. Resolutions of the Shareholders of Our Company dated [●], 2024

Written resolutions of our Shareholders were passed on [●], 2024, pursuant to which, among others:

- (1) conditional on (i) the Listing Committee granting [REDACTED] of, and permission to [REDACTED], the Shares in issue and to be issued as to be stated in this document and such [REDACTED] and permission not subsequently having been revoked prior to the commencement of [REDACTED] the Shares on the Stock Exchange; (ii) the [REDACTED] having been determined; (iii) the obligations of the [REDACTED] and the [REDACTED] under the [REDACTED] Agreements becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] Agreements or otherwise, in each case on or before such dates as may be specified in the [REDACTED] Agreements; and (iv) the [REDACTED] Agreements having been duly executed by the [REDACTED] and the Company:
 - (a) all the issued and unissued Class A Ordinary Shares and all the issued and unissued Class B Ordinary Shares be re-designated and reclassified as Ordinary Shares of par value of US\$0.00002 each on a one to one basis, each having the rights and restrictions as set out in the Memorandum and the Articles;
 - (b) all the issued and unissued Preferred Shares be re-designated and re-classified as Ordinary Shares of par value of US\$0.00002 each on a one to one basis, each having the rights and restrictions as set out in the Memorandum and the Articles;
 - (c) the [REDACTED] (including the [REDACTED]) was approved, and the proposed allotment and issue of the [REDACTED] under the [REDACTED] were approved, and the Directors were authorized to determine the [REDACTED] for, and to allot and issue the [REDACTED];
 - (d) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of the [REDACTED], rights issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted or 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 on a

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specific authority granted by our Shareholders in general meeting, shall not exceed (i) 20% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED] excluding any Shares to be issued pursuant to the exercise of the [REDACTED]; and (ii) the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to the authority granted to the Directors as referred to in (1)(e) below;

- (e) a general unconditional mandate (the "**Repurchase Mandate**") was given to our Directors to exercise all powers of our Company to repurchase our own shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any Shares to be issued pursuant to the exercise of the [REDACTED]; and
 - (f) the general unconditional mandate as mentioned in paragraph (d) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (e) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any Shares to be issued pursuant to the exercise of the [REDACTED]); and
- (2) our Company conditionally approved and adopted the Memorandum and Articles of Association with effect from the [REDACTED].

Each of the general mandates referred to in paragraphs (1)(d), (1)(e) and (1)(f) above will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of our Company; (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

6. Repurchase of our own securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

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(a) Provision of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' Approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on [●], 2024, the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED]), with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions), (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held, and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

(ii) Source of Funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities 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 from time to time. As a matter of Cayman Islands law, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or, if so authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital. Any premium payable on the purchase over the par value of the shares to be purchased must be provided for out of profits or from sums standing to the credit of our share premium account or, if so authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital.

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(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

The listing of all purchased securities (whether on the Stock Exchange or, otherwise) is automatically cancelled and the relative certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of the Company resolve to hold the shares purchased by the Company as treasury shares, shares purchased by the Company shall be treated as canceled and the amount of the Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

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(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his securities to the company.

(b) Reasons for Repurchases

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

(c) Funding of Repurchases

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. Our 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, our Directors may make repurchases with profits of the Company or out of the proceed of a new issuance of shares made for the purpose of the repurchase or from sums standing to the credit in the share premium account of the Company or, if authorized by the Articles of Association and subject to the Cayman 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 Cayman Companies Act, out of capital.

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However, our Directors do not propose to exercise the general 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.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED], but excluding any Shares to be issued pursuant to the exercise of the [REDACTED], could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of: (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors will exercise the powers of our Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands. Our Directors confirm that neither the above nor the proposed share repurchase contemplated hereunder has any unusual features.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No core connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

(1) [REDACTED]






2. Intellectual Property Rights

(a) Trademarks

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

No.	Trademark	Category	Registered Owner	Place of Registration	Registration No.	Expiry Date
1.		1-2; 4; 6-8; 11; 13-15; 17-24; 26-27; 29; 31-32; 34; 37-40; 43; 45	Fangfeng Technology	PRC	22367608A	September 13, 2028
2.	健客	35	Fangfeng Technology	PRC	12303887	August 27, 2024
3.		44	Fangfeng Technology	PRC	19081005	March 13, 2027
4.		3; 5; 10; 28; 35-36; 41-42; 44	Fangfeng Technology	PRC	23529354	July 13, 2028
5.	健客网	35	Fangfeng Technology	PRC	16517444	May 6, 2026
6.	健客网上药店	9	Fangfeng Technology	PRC	19080720	March 13, 2027
7.	健客医生	44	Fangfeng Technology	PRC	19529696	May 20, 2027
8.	掌上医生	42	Fangfeng Technology	PRC	10427374	May 20, 2033
9.	健客诊所	9	Fangfeng Technology	PRC	22910851	February 27, 2029
10.	遇健未来	35	Fangfeng Technology	PRC	22905093	March 6, 2029

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No.	Trademark	Category	Registered Owner	Place of Registration	Registration No.	Expiry Date
11.	健客方舟	35	Fangfeng Technology	PRC	44512099	November 13, 2030
12.		1; 2; 4; 6; 7; 8; 11; 13; 14; 15; 17; 18; 19; 20; 21; 22; 23; 24; 26; 27; 29; 31; 32; 34; 37; 38; 39; 40; 43; 45	Fangfeng Technology	PRC	22367609	September 13, 2028
13.		1; 2; 4; 6; 7; 8; 11; 13; 14; 15; 17; 18; 19; 20; 21; 22; 23; 24; 26; 27; 29; 31; 32; 34; 37; 38; 39; 40; 43; 45	Fangfeng Technology	PRC	22367610	September 13, 2028
14.	方舟云康	45	Fangfeng Technology	PRC	58236232	February 6, 2032
15.	方舟云康	5	Fangfeng Technology	PRC	58235881	February 6, 2032
16.		10	Fangfeng Technology	PRC	56725595A	March 6, 2032
17.		5	Fangfeng Technology	PRC	55915450	November 20, 2031
18.		38	Fangfeng Technology	PRC	55907345	November 20, 2031
19.	方舟云医	44	Fangfeng Technology	PRC	52184702	January 27, 2032
20.	健客云医	5	Fangfeng Technology	PRC	52168280	October 20, 2031
21.	方舟医生	45	Fangfeng Technology	PRC	52166057	August 13, 2031
22.	方舟医生	38	Fangfeng Technology	PRC	52166035	August 20, 2031
23.	方舟健客	38	Fangfeng Technology	PRC	51029234	August 6, 2031
24.	方舟健客	5	Fangfeng Technology	PRC	51025404	July 6, 2031
25.		5; 9; 10; 35; 44	Fangzhou Medicine	PRC	42126399A	December 6, 2030
26.		38	Fangzhou Medicine	PRC	46331316	February 20, 2031

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No.	Trademark	Category	Registered Owner	Place of Registration	Registration No.	Expiry Date
27.		5	Fangzhou Medicine	PRC	46331661	April 20, 2031
28.		44	Fangzhou Medicine	PRC	46337774	April 20, 2031
29.		35	Fangzhou Medicine	PRC	46355628	April 6, 2031
30.	健客	35	Fangfeng Technology	PRC	63324861	September 13, 2032
31.	掌上药店	42	Fangfeng Technology	PRC	14423391	May 27, 2026
32.	方舟医聊	5	Fangfeng Technology	PRC	59854561A	June 6, 2032
33.	健客问医生	44	Fangfeng Technology	PRC	57321194	August 13, 2032
34.	健客问医生	45	Fangfeng Technology	PRC	57317666	August 20, 2032
35.	方舟健客医生	35	Fangfeng Technology	PRC	62730987	August 20, 2032
36.	方舟健客医生	44	Fangfeng Technology	PRC	62731085	August 20, 2032
37.	方舟健客  	3, 5, 10, 35, 38, 44	The Company	Hong Kong	305689991	July 18, 2031
38.	健客   	3, 5, 10, 38, 44	The Company	Hong Kong	305689982	July 18, 2031
39.	JIANKE Jianke jianke jianke	3, 5, 10, 38, 44	The Company	Hong Kong	305689973	July 18, 2031

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(b) Patents

As of the Latest Practicable Date, we had applied for the registration of the following patents that we consider to be or may be material to our business:

<u>No.</u>	<u>Patent</u>	<u>Type</u>	<u>Place of Registration</u>	<u>Application No.</u>	<u>Applicant</u>	<u>Application Date</u>
1.	A smart supply and procurement method and system for standardised drugs (一種標準化藥品的智能供採方法及系統)	G16H 40/20	PRC	2021111290597	Fangzhou Information	September 26, 2021
2.	A new online consultation system and method based on Internet hospitals (一種基於互聯網醫院的新型在線問診系統及方法)	G16H 80/00	PRC	2021110263164	Fangzhou Information	September 2, 2021
3.	A workflow framework driven by business events (一種基於業務事件驅動的工作流框架)	G06F 8/30	PRC	2021109818928	Fangzhou Information	August 25, 2021
4.	A method and system for intelligent identification of prescription pictures based on internet hospitals (一種基於互聯網醫院的處方圖片智能識別方法及系統)	G06V 30/418	PRC	2021108360081	Fangzhou Information	July 23, 2021
5.	A method and apparatus for screening continuously captured images, and an electronic device (一種連續拍攝圖像的篩選方法及裝置、電子設備)	H04N 23/60	PRC	202210319687X	Fangzhou Information	March 29, 2022
6.	Drug information pushing method, device, server and computer readable storage medium (藥品信息推送方法、裝置、服務器及計算機可讀存儲介質)	G16H 50/70	PRC	2022102318460	Fangzhou Information	March 9, 2022

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(c) Copyrights

As of the Latest Practicable Date, we had registered the following copyrights that we consider to be or may be material to our business:

Software (軟件)

No.	Copyright	Registered owner	Registration No.	Registration Date
1.	Jianke doctor application software V5.7.3 (健客醫生應用軟件V5.7.3)	Fangzhou Medicine	2020SR1110642	September 16, 2020
2.	Jianke hospital application software V1.9.2 (健客醫院應用軟件V1.9.2)	Fangzhou Medicine	2020SR1111150	September 16, 2020
3.	Jianke online pharmacy APP software V5.0.0 (健客網上藥店APP軟件V5.0.0)	Fangzhou Medicine	2020SR1111443	September 16, 2020
4.	Fangzhou Order Performance System V1.1 (方舟訂單履約中心系統V1.1)	Fangzhou Medicine	2021SR0392351	March 15, 2021
5.	Fangzhou Health Member Service System V1.1 (方舟健康會員服務系統V1.1)	Fangzhou Medicine	2021SR0392350	March 15, 2021
6.	Fangzhou Da Jian Xiao Kang CS System V1.1 (方舟大健小康客服系統V1.1)	Fangzhou Medicine	2021SR0392369	March 15, 2021
7.	Fangzhou Jianke online pharmacy application software (方舟健客網上藥店應用軟件 V5.0.0)	Fangzhou Medicine	2022SR0355553	March 17, 2022
8.	Fangzhou Jianke application software V2.0 (方舟健客應用軟件V2.0)	Fangzhou Medicine	2022SR0402173	March 28, 2022
9.	Blockchain-based Fangzhou Drug Authentication Tracing System V1.0 (基於區塊鏈的方舟藥品正品溯源系統V1.0)	Fangzhou Information	2020SR1008159	August 28, 2020
10.	Fangzhou Supply Chain Scheduling Management System V1.0 (方舟供應鏈調度管理系統V1.0)	Fangzhou Information	2021SR0392155	March 15, 2021

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No.	Copyright	Registered owner	Registration No.	Registration Date
11.	Fangzhou Warehousing and Logistics Management System (方舟倉儲物流管理系統 V1.0)	Fangzhou Information	2021SR0392145	March 15, 2021
12.	Fangzhou Chain Pharmacy Management System V2.0 (方舟連鎖藥店管理系統V2.0)	Fangzhou Information	2021SR0396025	March 16, 2021
13.	Fangzhou Jianke E-Prescription Management System V1.0 (方舟健客電子處方管理系統V1.0)	Fangzhou Information	2021SR0739823	May 21, 2021
14.	Fangzhou Internet Hospital Multimedia Business Management System V1.0 (方舟互聯網醫院多媒體業務管理系統V1.0)	Fangzhou Information	2021SR0739999	May 21, 2021
15.	Fangzhou Internet Hospital Management System V1.0 (方舟互聯網醫院管理系統V1.0)	Fangzhou Information	2021SR0739870	May 21, 2021
16.	Fangzhou Internet Hospital Information Management System V1.0 (方舟互聯網醫院資訊管理系統V1.0)	Fangzhou Information	2021SR0739835	May 21, 2021
17.	Fangzhou Youcai Management System V1.0 (方舟優採管理系統 V1.0)	Fangzhou Information	2021SR0739994	May 21, 2021
18.	Jianke doctor application software V6.1.8 (健客醫生應用軟件V6.1.8)	Qishi Hospital	2023SR0426378	March 31, 2023
19.	Jianke hospital application software V2.4.3 (健客醫院應用軟件V2.4.3)	Qishi Hospital	2023SR0416272	March 31, 2023

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(d) Domain names

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

<u>No.</u>	<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date</u>
1.	jianke.com	Fangzhou Medicine	January 23, 2030
2.	yunyihuiyao.com	Beijing Fangyixing	July 6, 2028
3.	jkyisheng.com	Beijing Fangyixing	September 4, 2028
4.	jiankehospital.com	Beijing Fangyixing	September 4, 2028
5.	jianke-inc.com	Fangzhou Medicine	June 1, 2028
6.	jkyyg.com	Fangzhou Medicine	February 10, 2028
7.	fangzhou-inf.com	Fangzhou Information	October 23, 2028
8.	fzjianke.com	Fangzhou Yunkang	March 18, 2028
9.	fangzhou.cn	Fangzhou Medicine	June 6, 2028

Save as aforesaid, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS

1. Particulars of Directors’ service contracts and appointment letters

(a) Executive Directors

Each of the executive Directors has entered into a service contract with our Company on [●], 2024. The initial term of their service contracts shall commence from the date of his or her appointment and continue for a period of three years after or until the third annual general meeting of the Company since the [REDACTED], whichever is earlier (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month’s prior notice in writing.

No annual director’s fees are payable to the executive Directors under the current arrangement.

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(b) Non-executive Directors and independent non-executive Directors

Each of the non-executive Directors has entered into an appointment letter with our Company on [●], 2024. The initial term for their appointment letters shall commence from the date of their appointments and shall continue for three years after or until the third annual general meeting of the Company since the [REDACTED], whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month’s prior notice in writing. No annual director’s fees are payable to the non-executive Directors under the current arrangement.

Each of the independent non-executive Directors has entered into an appointment letter with our Company on [●], 2024. The initial term for their appointment letters shall be three years from the date of this document or until the third annual general meeting of the Company since the [REDACTED], whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three month’s prior notice in writing. Under these appointment letters, each of the independent non-executive Directors will receive an annual director’s fee of HK\$[●].

2. Remuneration of Directors

- (1) Remuneration and benefits in kind of RMB5.8 million, RMB8.7 million and RMB12.7 million, respectively, were paid and granted by our Group to our Directors in respect of the years ended December 31, 2021, 2022 and 2023.
- (2) Under the arrangements currently in force, our Directors will be entitled to receive remuneration and benefits in kind which, for the year ending December 31, 2024, is expected to be RMB59.5 million.
- (3) None of our Directors has or is proposed to have a service contract with the Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of interests

(a) Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the [REDACTED]

Immediately following completion of the [REDACTED] (assuming the weighted voting rights structure is cancelled and the [REDACTED] is not exercised), the interests and/or short positions (as applicable) of our Directors and chief executives in the 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

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the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) 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 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 Issuers contained in the Listing Rules, will be as follows:

(i) *Interest in Shares of the Company*

<u>Name</u>	<u>Nature of interest</u>	<u>Number of Shares⁽¹⁾</u>	<u>Approximate percentage of shareholding of Shares in our Company⁽¹⁾</u>
Mr. XIE Fangmin	Interest in controlled corporations ⁽²⁾	276,605,527	[REDACTED]%
	Interest of a party to an agreement ⁽³⁾	236,624,057	[REDACTED]%
	Interest of a party to an agreement ⁽⁶⁾	138,430,610	[REDACTED]%
Mr. ZHOU Feng	Interest in controlled corporations ⁽⁴⁾	236,624,057	[REDACTED]%
	Interest of a party to an agreement ⁽³⁾	276,605,527	[REDACTED]%
	Interest of a party to an agreement ⁽⁶⁾	138,430,610	[REDACTED]%
Mr. David McKee HAND	Interest in controlled corporations ⁽⁵⁾	437,443,815	[REDACTED]%

Notes:

- (1) The table above assumes the weighted voting rights structure is cancelled and the [REDACTED] is not exercised, each Class A Ordinary Share, Class B Ordinary Share and Preferred Share will be automatically converted into one Share upon the [REDACTED] becoming unconditional.
- (2) Fangrong Management Limited is wholly-owned by Mr. Xie. Each of Fangzhan Holdings L.P. and Xingyu Holdings L.P. is controlled by Mr. Xie. Therefore, Mr. Xie is deemed to be interested in the 265,538,362, 5,481,985 and 5,585,180 Shares held by Fangrong Management Limited, Fangzhan Holdings L.P. and Xingyu Holdings L.P., respectively, under the SFO.
- (3) Mr. Xie and Mr. Zhou are parties to the Concert Deed, according to which Mr. Xie and Mr. Zhou confirmed and agreed that they have acted and will continue to act in concert and collectively for all material management affairs and the arrival and/or execution of all commercial decisions, including but not limited to financial and operational matters, of our Group since date of the Concert Deed, and they have casted and will continue to cast

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unanimous vote collectively for or against all resolutions in all Board and Shareholders’ meetings and discussions of the Group. Therefore, Mr. Xie and Mr. Zhou are deemed to be jointly interested in the aggregate number of Shares held by each other.

- (4) Each of Celaeno Group Limited and Silica Brothers Corp. is controlled by Mr. Zhou. Therefore, Mr. Zhou is deemed to be interested in the 186,158,297 and 50,465,760 Shares held by Celaeno Group Limited and Silica Brothers Corp., respectively, under the SFO.
- (5) Each of Crescent Point Vehicles is advised by Crescent Point, which is ultimately controlled by David McKee Hand.
- (6) [Mr. Xie and Mr. Zhou] are entitled, with effect from the [REDACTED], to exercise the voting rights attached to [138,430,610] Shares, representing approximately [REDACTED]% of shareholding in the Company immediately following the completion of the [REDACTED], held by [Tech-Med Investments (S) Pte. Ltd.] pursuant to the deed of voting proxy executed by [Tech-Med Investments (S) Pte. Ltd.] on [REDACTED]. For details, see “History, Reorganization and Corporate Structure—Deed of Voting Proxy.”

(b) Interests and short positions discloseable 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], have 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 see the section headed “Substantial Shareholders”.

Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED], be interested, directly or indirectly, in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such capital.

4. Disclaimers

Save as disclosed in this document:

- (1) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (2) none of the Directors or the experts named in the section headed “—E. Other Information—4. Consents of Experts” below has any direct or indirect interest in the promotion of, or 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 the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;

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- (3) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of the Company within the two years ended on the date of this document;
- (4) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Group taken as a whole;
- (5) taking no account of any Shares which may be taken up under the [REDACTED], so far as is known to any Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) will, immediately following completion of the [REDACTED], have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, 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 member of the Group; and
- (6) none of the Directors or chief executive of the Company has any interests or short positions in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he 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 entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange once the Shares are [REDACTED] thereon.

D. RSU SCHEME

Summary of the Principal Terms

The following is a summary of the principal terms of the RSU Scheme approved and adopted by the Board on January 1, 2020 (the “**Adoption Date**”). The terms of the RSU Scheme will not be subject to the provisions of Chapter 17 of the Listing Rules upon [REDACTED].

(a) Purpose of the RSU Scheme

The purpose of RSU Scheme is to attract, retain and motivate our senior management, employees, advisors and such other participants through the grant of awards (“**Awards**”) for their contribution to the growth and profits of the Group, and to allow such senior management, employees, advisors and other persons to participate in the growth and profitability of the Group.

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(b) Administration

The RSU Scheme shall be subject to the administration of the Board. The Board shall have the right to (i) interpret, construe and amend the provisions of the RSU Scheme and (ii) determine the persons who will be offered Awards under the RSU Scheme, the number and subscription price of Shares and other terms in relation to such Awards.

(c) Who May Join

The participant of the RSU Scheme is any person belong to any of (1) senior management of the Group; (2) employees of the Group; (3) advisors of the Group; and (4) other persons as approved by the Board or the authorized administrator of the RSU Scheme.

(d) Grant of Restricted Share Units

After the Board determines that it will grant RSUs, it will advise the grantee in an Restricted Share Units (“RSUs”) award notice (“Award Notice”) of the terms, conditions, and restrictions related to the grant, including the number and subscription price of RSUs.

(e) Vesting Criteria and Other Terms

The RSUs shall be vested to the relevant participant upon (1) expiration of the vesting period; (2) payment of the relevant subscription price; and (3) the participant has obtained relevant approval and completed relevant registration as required under PRC law (including but not limited to SAFE registration). The vesting period shall be determined by the Board and the authorized administrator of the RSU Scheme in accordance with the specific circumstances of the participant at the time of granting.

(f) Subscription Price

The subscription price shall be nil or any other price as approved by the Board.

(g) Cancellation and Forfeiture of Awards

The Company shall have the right to cancel or repurchase the unvested RSUs for free if the grantee left the Company for any reason.

(h) Maximum number of Shares Available for Subscription

The Shares which may be transferred or paid-out in settlement of all Awards to be granted under the RSU Scheme of the Company shall not exceed [238,664,648] Shares (on an as-converted and fully-diluted basis) being the aggregate of Shares issued to the platforms holding the underlying incentive shares which are to be granted under the RSU Scheme as approved by the Shareholders general meeting of the Company.

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(i) Limited Transferability of Awards

Unless approved by the Board, any transfer of an Award by the grantees prior to the [REDACTED] shall be void.

(j) Share Capital

The Awards do not carry any right to vote in the general meetings of the Company, or any right to dividend, or any other economic rights.

(k) Alteration of the RSU Scheme

The Board shall have the right to amend any of the provisions of the RSU Scheme.

(l) Term and Termination

The RSU Scheme became effective upon the Adoption Date, and will continue in effect for a term of five (5) years from the Adoption Date.

(m) Shareholders Rights

The grantees shall not have any rights with respect to the Shares underlying the RSUs granted pursuant to the respective Award Agreement (including, without limitation, voting or dividend rights) prior to the settlement and delivery of the Shares as specified therein.

Awards Granted under the RSU Scheme

As of the Latest Practicable Date, RSUs in respect of an aggregate of 61,395,000 Shares had been granted to six members of our Directors and senior management and 112 employees and business consultants who made contributions to our Group pursuant to the RSU Scheme. The Board will grant further Awards to Directors, senior management, employees and business consultants who made contribution to the Group before or around the [REDACTED] so that the Shares held by the RSU Platforms will be fully granted to grantees. No further Awards will be granted under the RSU Scheme after the [REDACTED].

Based on the number of Shares in issue immediately upon completion of the [REDACTED], assuming the RSUs granted under the RSU Scheme have been vested in full, there will not be any dilution effect on the shareholdings of the Shareholders nor any impact on the earnings per Share arising from the vesting of the outstanding RSUs.

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The following table summarizes the number of the RSUs granted to the Directors and senior management of the Company under the RSU Scheme as of the date of this document.

<u>Name</u>	<u>Address</u>	<u>Position</u>	<u>Number of Shares underlying the RSUs granted</u>	<u>Approximate percentage of issued Shares immediately after completion of the [REDACTED] (assuming that the [REDACTED] is not exercised)^(Note)</u>
Mr. XIE Fangmin	Flat 1102 215 Huangpu Avenue Central Tianhe District, Guangzhou Guangdong Province the PRC	Chairman of the Board, executive Director and chief executive officer	15,000,000	[REDACTED]%
Mr. ZHOU Feng	151 Stevens Rd #07-08 Singapore 257872	Executive Director and chief strategy officer	15,000,000	[REDACTED]%
Mr. ZOU Yuming	Flat C, 10F, Block 2 20 Shan Kwong Rd Happy Valley Hong Kong	Executive Director and chief financial officer	3,000,000	[REDACTED]%
Ms. KANG Wei	Room 202, Unit 2 Building 8 88 North East 4th Ring Road Chaoyang District Beijing the PRC	Independent non-executive Director	100,000	[REDACTED]%
Mr. ZHU Xiaolu	Flat 1001, Unit 2 Block 2 9th Court Naoshikou Avenue Xicheng District Beijing the PRC	Independent non-executive Director	100,000	[REDACTED]%
Mr. WANG Haizhong	2201, No. 1 Manlv Yuan Sixth Street Zhucun Street Zengcheng District Guangzhou Guangdong Province the PRC	Independent non-executive Director	100,000	[REDACTED]%

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Note: The calculation is based on the total number of [REDACTED] Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

E. 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

Save as disclosed in this document and 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. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee for the [REDACTED] of, and permission to [REDACTED], the Shares in issue (including the Shares to be converted from the Class A Ordinary Shares, Class B Ordinary Shares and Preferred Shares), the Shares to be issued pursuant to the [REDACTED] (including the additional Shares which may fall to be issued pursuant to any exercise of the [REDACTED]).

As of the Latest Practicable Date, the Joint Sponsors satisfied the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of US\$1 million for acting as the sponsors for the [REDACTED].

4. 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>
Citigroup Global Markets Asia Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities under the SFO

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<u>Name</u>	<u>Qualification</u>
UBS Securities Hong Kong Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities as defined under the SFO
ABCI Capital Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Conyers Dill & Pearman	Legal advisors as to Cayman Islands laws
Lincoln Cheung	Barrister-at-law in Hong Kong
Zhong Lun Law Firm	Legal advisors as to PRC law
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
China Insights Industry Consultancy Limited	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had 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. 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 Ordinance so far as applicable.

6. Bilingual Document

The English language and 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).

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7. Preliminary Expenses

The Company did not incur any material preliminary expenses.

8. Other Disclaimers

- (1) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries 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;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries.
- (2) Save as disclosed in this document:
 - (i) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
 - (ii) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
 - (iii) 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.
- (3) Save as disclosed in the paragraph headed "B. Further Information about our Business—1. Summary of Material Contracts" in this section, 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.
- (4) We do not have any promoter. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document within the two years immediately preceding the date of this document.