This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to [**REDACTED**] *in the* [**REDACTED**]. *Various expressions used in this section are defined in the sections headed "Definitions" and "Glossary of Industry Terms" in this document.*

There are risks associated with any [**REDACTED**]. *Some of the particular risks in investing in the* [**REDACTED**] *are set out in the section headed "Risk Factors." You should read that section carefully before you decide to* [**REDACTED**] *in the* [**REDACTED**].

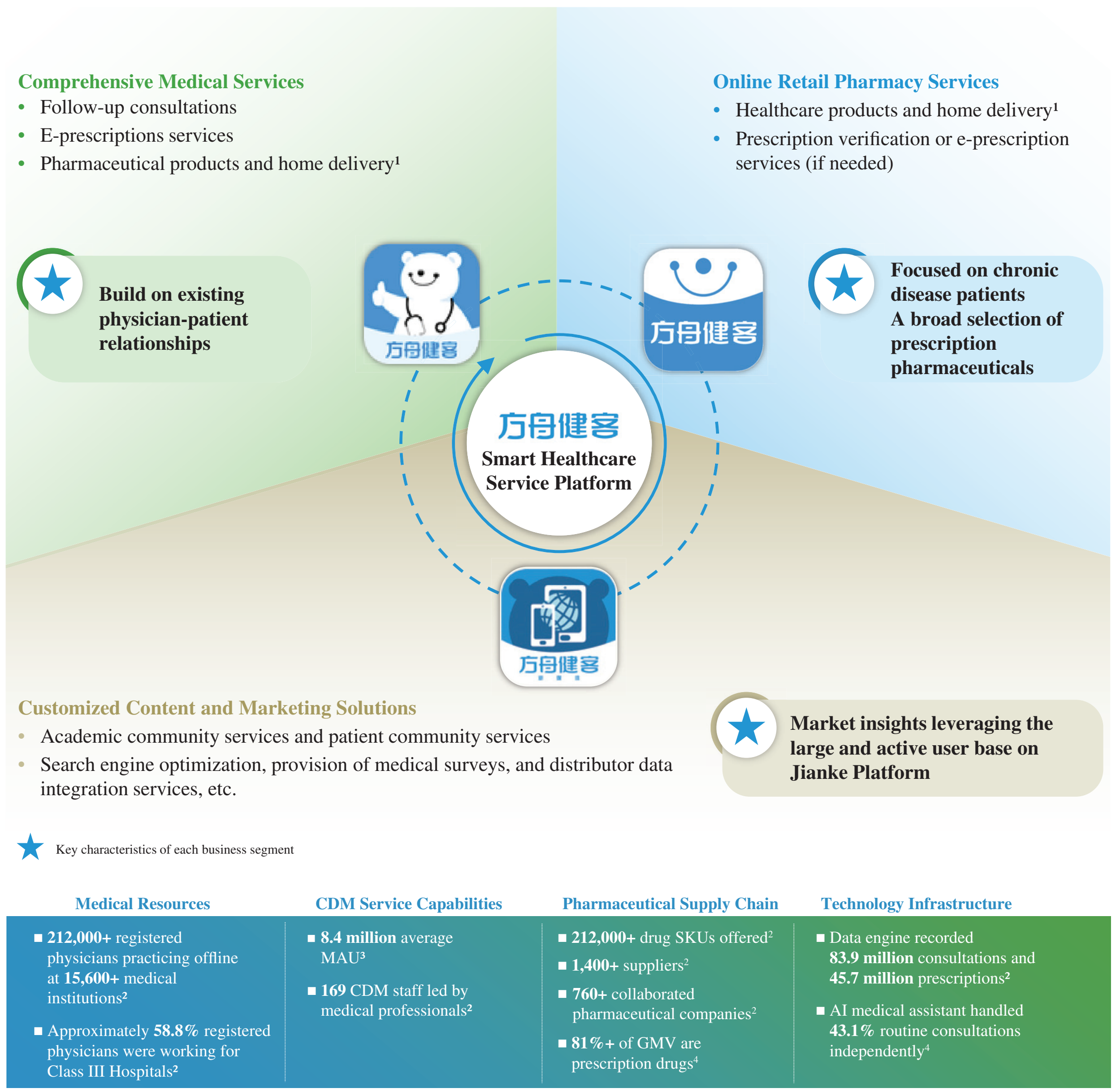
OVERVIEW

We are the largest online chronic disease management platform in China in terms of average MAU in 2023, according to CIC. We commenced our business with a focus on chronic disease management to address the needs of patients with chronic diseases, such as hypertension, cardiovascular and respiratory chronic diseases. Leveraging our chronic disease management platform, we are dedicated to providing tailored medical care and precision medicine for a growing population of chronic disease patients, with a view towards extending our services to a wider range of disease areas.

To address the needs of patients with chronic diseases for convenient and accessible medical care services, we provide comprehensive medical services and online retail pharmacy services through our Jianke Platform. Our comprehensive medical services include follow-up physician consultations and e-prescription services conducted by registered physicians and in-house medical professionals through our hospital-to-home ("**H2H**") service platform. We also provide online retail pharmacy services, offering a wide range of pharmaceutical and healthcare products directly to our customers. Our comprehensive medical services and online retail pharmacy services are supported by our chronic disease management service center and robust pharmaceutical supply chain.

In addition, our platform's large and active user base allows us to effectively connect and engage with doctors and patients, providing them targeted medical knowledge and content. By leveraging these powerful network effects, our platform provides pharmaceutical companies with customized content and marketing solutions to better inform physicians and patients about chronic disease conditions and treatment options, as well as increase disease awareness among the public.

Leveraging our technological capabilities, we provide digitalized solutions for key participants in the healthcare industry. The following diagram illustrates the major services or products provided in, and key characteristics of, each of our business segments, as well as key highlights of our operating data.

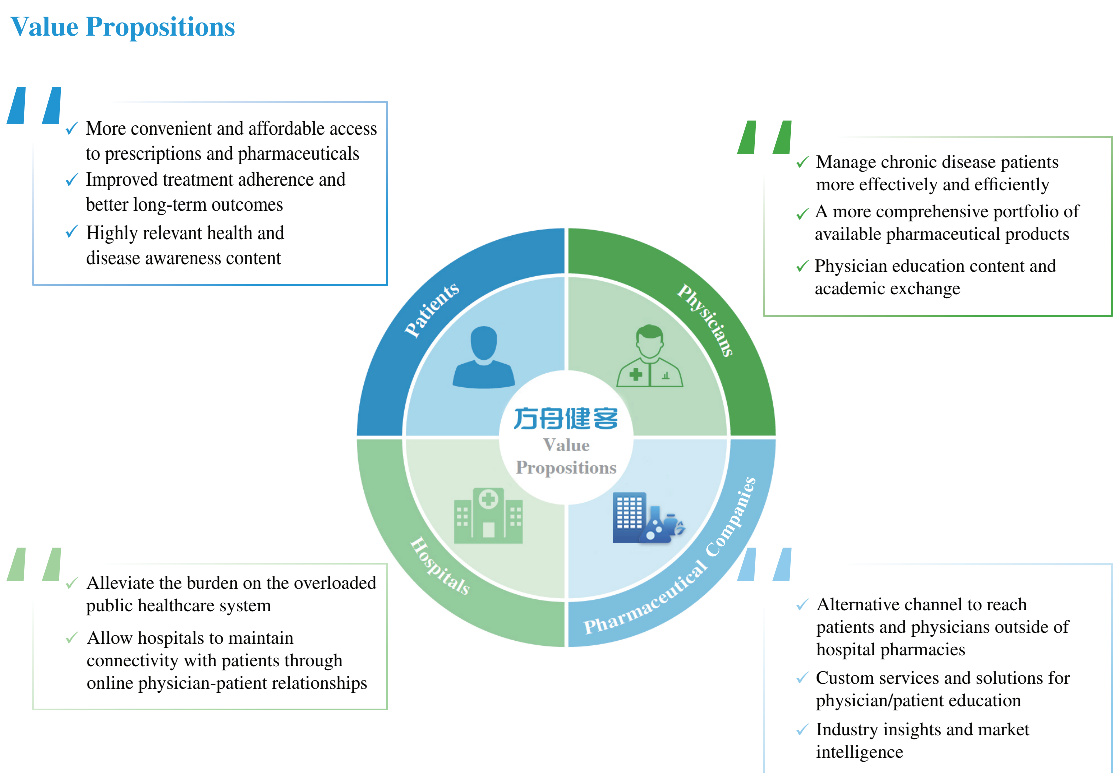


Notes:

1. Delivery services are provided by qualified third-party logistics and courier companies.
2. As of December 31, 2023.
3. For the year ended December 31, 2023.
4. During the Track Record Period.

OUR BUSINESS AND VALUE PROPOSITIONS

We have established a full-service online chronic disease management platform that provides significant value to key participants in the chronic disease management industry. Our large customer base anchored in "real world" physician-patient relationships, long-term collaboration with leading pharmaceutical companies, and highly efficient business operations have positioned us to capture these opportunities and bring value to industry participants.



Our online chronic disease management platform primarily provides the following services. For details, see "Business—Our Online Chronic Disease Management Platform."

- *Comprehensive Medical Services.* Our H2H services enable patients and physicians to engage in online follow-up consultations, typically after initial in-person consultations, and physicians can issue e-prescriptions through our H2H service platform, which are fulfilled through our pharmaceutical supply chain. Our H2H service platform was launched to address chronic disease patients' treatment needs created by the lack of ready access to reliable medical resources in China, and to capitalize on the burgeoning demand for remote consultations driven by its accessibility, flexibility, reduced outpatient waiting time and cost-effectiveness. We provide a package of services to patients on our H2H service platform, including online consultation, e-prescription and sales of pharmaceutical and other products, and charge them a service fee based on the services used. This service fee is comprised of online consultation fees, e-prescription service fees, and sales of pharmaceutical and other products. Apart from the aforementioned charges, there are no other fees payable by patients or registered physicians to us for the use of our H2H service platform.

As a complement to our online services, we also provide medical services offline at Jingtai Hospital and Qishi Hospital. Our offline hospitals generate revenue mainly from provision of medical services, such as consultation, health check-up, treatment and prescription services. For each year during the Track Record Period, revenue generated from the provision of offline medical services at our offline hospitals represented less than 1.0% of our total revenue, which was insignificant to our overall business. For details, see "Business—Our Online Chronic Disease Management Platform—Comprehensive Medical Services—Our Offline Hospitals."

- *Online Retail Pharmacy Services.* We provide various healthcare products through our online retail pharmacy service platform, along with convenient home delivery for our customers through qualified third-party couriers. This allows patients to ensure the continuity of their medications and treatments without the inconvenience of arranging for hospital appointments. We also offer home-use medical devices and accessories, nutritional supplements and other wellness products. We generate revenue from the sales of such pharmaceutical and healthcare products on our platform. To facilitate the purchase of prescription drugs, we also provide e-prescription assistance services, which are typically offered in conjunction with the sales of prescription drugs, and this package is recorded as part of our online retail pharmacy services revenue. Apart from the aforementioned charges, we do not charge customers any additional fees for our online retail pharmacy services. We also operate a number of offline pharmacies, which made insignificant revenue contributions during the Track Record Period.

- *Customized Content and Marketing Solutions.* We provide pharmaceutical companies with a variety of customized content and marketing solutions to better inform physicians and patients about chronic disease conditions and raise awareness about treatment options. These services were introduced after recognizing that such needs of pharmaceutical companies can be addressed by leveraging the large and active user base on our Jianke Platform. Our academic community services facilitate knowledge among physicians through publication of medical news articles and short videos on our Jianke Platform, hosting online medical conferences, and physician live stream video sessions with specialist physicians. Our patient community services offer relevant educational content according to the interests of our patient users. Our users have complimentary access to such contents published on the Jianke Platform, and we charge service fees to pharmaceutical companies on a case-by-case basis. We also provide other solutions such as search engine optimization, provision of medical surveys, and distributor data integration services. Our customized content and marketing solutions business line serves as an extension of our supplier management strategy by forging mutually beneficial and synergistic relationships with pharmaceutical companies who are our suppliers.

Our Growth and Key Operating Data

Since we began operating the Jianke mobile applications and website in-house in July 2019, we have been focused on strengthening our business foundation and scaling our business through organic growth. Our past efforts have enabled us to build a large user base with approximately 42.7 million registered users as of December 31, 2023. As a result of our efforts, our business scale and operating results have continued to grow and improve, with the total GMV of our Jianke Platform and our operations on third-party e-commerce platforms increasing from RMB1,945.4 million in 2021 to RMB2,430.3 million and RMB2,481.5 million in 2022 and 2023, respectively. The following table sets out certain key operating metrics of our Jianke Platform as of the dates or for the years indicated. For a detailed discussion of the growth in our key operating metrics during the Track Record Period, see "Business—Our Online Chronic Disease Management Platform—Our Growth and Key Operating Data."

	As of/For the year ended December 31,		
	2021	**2022**	**2023**
Number of paying users(1)	2,538,606	3,878,195	4,439,660
Comprehensive medical services	360,511	553,033	730,251
Online retail pharmacy services	2,183,933	3,457,326	4,025,907
Average spending per paying user(2) (RMB)	766.3	626.7(10)	558.9(10)
Comprehensive medical services	2,269.7	1,767.6	1,450.4
Online retail pharmacy services	516.1	420.2	353.3
Average monthly active users (MAU)(3)	8,823,986	9,135,433(11)	8,441,036(11)
Average user retention rate(4)	77.3%	78.7%	79.0%
Number of registered physicians(5)	191,106	205,000	212,892
Average physician retention rate(6)	85.1%	91.9%(12)	93.2%
Repeat purchase rate(7)	82.0%	83.3%	84.2%
Conversion rate of active users to paying users on H2H service platform(8)	32.6%	42.9%	36.2%(13)
Conversion rate of active users to paying users on online retail pharmacy service platform(8)	14.7%	14.8%	17.7%
Total GMV(9) (RMB in millions)	1,945.4	2,430.3	2,481.5
Prescription drug GMV as a percentage of total GMV	88.9%	84.2%(14)	81.1%(14)

Notes:

(1) "Paying users" refer to users who engage in revenue generating activities such as physician consultations or purchase of pharmaceutical products, as opposed to "non-paying users" who only engage in non-revenue generating activities such as participating in academic or patient community

services, attending free online consultations, or browsing other content available to them free of charge. There are overlapping users who are both paying users of our comprehensive medical services and online retail pharmacy services. Such users are counted only once when determining the total paying users on our platform.

(2) Average spending per paying user refers to the total GMV for a year divided by the number of paying users for the same year.

(3) Monthly active users (MAU) refer to the number of active users who access our services on the Jianke Platform at least once during a calendar month, where such access includes browsing on the Jianke Platform, use of our online consultation services, e-prescription services and customer services, purchase of pharmaceutical and other healthcare products, and participation in patient community services. Average MAU for each year during the Track Record Period is the mean MAU by month during the year.

(4) User retention rate in a given month refers to the percentage of total active users in the same month of the preceding year who remained active on the Jianke Platform during the next 12 months. A user is considered to have remained active during the 12-month period if he/she accessed our services at least once during the period, where such access includes browsing on the Jianke Platform, use of our online consultation services, e-prescription services and customer services, purchase of pharmaceutical and other healthcare products, and participation in patient community services. Average user retention rate for each year during the Track Record Period is the mean user retention rate by month during the year.

(5) Number of registered physicians refers to the total number of physicians registered on the Jianke Platform as of a given date.

(6) Physician retention rate in a given month refers to the percentage of total active registered physicians in the same month of the preceding year who remained active on the Jianke Platform during the next 12 months. A registered physician is considered to have remained active during the 12-month period if he/she engaged in an activity at least once during the period, where such activity includes provision of online consultation services and e-prescription services, and participation in academic community services through activities such as publishing articles or participating in live streams. Average physician retention rate for each year during the Track Record Period is the mean physician retention rate by month during the year.

(7) Repeat purchase rate refers to the amount spent by users who placed two or more orders during a year divided by the total GMV for the same year.

(8) Conversion rate of active users to paying users on our H2H service platform or online retail pharmacy service platform refers to the number of paying users divided by the number of active users on our H2H service platform or the Jianke Online Pharmacy App, respectively.

(9) Total GMV refers to our total gross merchandise volume, which is the total value of all orders placed on the Jianke Platform and through third-party e-commerce platforms.

(10) The decrease in average spending per paying user primarily reflected the rapid expansion of our paying user base during the Track Record Period, which enabled us to negotiate more favorable procurement terms as our business scale increased, and in turn offer more competitive pricing on a range of products while preserving our overall gross profit margins.

(11) The elevated average MAU in 2022 primarily reflected the exceptionally high user activity in December 2022 driven by the COVID-19 pandemic which was effectively mitigated by early 2023. Our average MAU in 2023 was generally in line with that in 2021, although the latter was slightly higher due to the increased healthcare-related online traffic driven by the ongoing COVID-19 pandemic during that period.

(12) Our average physician retention rate increased significantly in 2022 because we focused on cultivating the engagement and quality of our accumulated base of registered physicians. For details, see "Business—Medical Professional Network—Registered Physicians."

(13) The conversion rate of active users to paying users on our H2H service platform decreased in 2023 as we introduced more free-of-charge patient education contents on our H2H service platform to attract new users, expand our user base, stimulate user activity and increase user stickiness.

(14) The decrease in prescription drug GMV as a percentage of our total GMV was primarily due to (i) the increased sales of OTC drugs as a result of the resurgence of COVID-19 in the second half of 2022; and (ii) a decrease in prescription drug GMV mainly due to a shift in our product mix, which reflected an increased proportion of certain higher margin OTC drugs within our product portfolio.

Our revenue amounted to RMB1,758.7 million, RMB2,204.3 million and RMB2,434.3 million in 2021, 2022 and 2023, respectively. The following table sets forth the breakdown of our revenue by business line for the years indicated.

	For the year ended December 31,					
	2021		2022		2023	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Comprehensive medical services	719,693	40.9	868,171	39.4	983,654	40.4
Online retail pharmacy services	1,011,427	57.5	1,252,123	56.8	1,297,106	53.3
Customized content and marketing solutions	27,553	1.6	60,254	2.7	87,046	3.6
Others	–	–	23,755	1.1	66,502	2.7
Total	**1,758,673**	**100.0**	**2,204,303**	**100.0**	**2,434,308**	**100.0**

Since 2022, we have engaged in the wholesale of pharmaceutical products to third-party distributors for the purpose of inventory management. Such sales enable the mitigation of inventory risk for certain items where actual sales may have deviated from original projections. Revenue generated from these transactions is immaterial. Our future participation in such transactions would largely depend on our future considerations and needs in inventory management. As such, revenue generated from such sales is classified as "Others" in our consolidated statements of profit or loss and other comprehensive income.

In addition, a significant portion of our revenue during the Track Record Period was attributable to the sales of pharmaceutical and other healthcare products with service package(1), which accounted for 98.1%, 97.0% and 96.2% of our total revenue in 2021, 2022 and 2023, respectively. Such revenue was driven by our wide-ranging portfolio of pharmaceutical products, and also reflects the positive impact of offering medical services (including e-prescription and prescription refill services) through our registered physicians and in-house medical professionals. These services are an integral component of our product and service package, playing a vital role in driving patient retention and promoting treatment

(1) Excluding revenue contribution from online consultation services.

adherence. Furthermore, our registered physicians also provided online consultation services, which accounted for 0.3%, 0.3% and 0.2% of our total revenue in 2021, 2022 and 2023, respectively. Revenue generated from customized content and marketing solutions accounted for the remaining 1.6%, 2.7% and 3.6% of our total revenue in the respective years, as set forth in the table below.

	For the year ended December 31,					
	2021		**2022**		**2023**	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Revenue from:						
Sales of pharmaceutical and other healthcare products with service package[1]	1,726,693	98.1	2,138,509	97.0	2,342,942	96.2
Online consultation services	4,427	0.3	5,539	0.3	4,320	0.2
Customized content and marketing solutions	27,553	1.6	60,254	2.7	87,046	3.6
Total	**1,758,673**	**100.0**	**2,204,303**	**100.0**	**2,434,308**	**100.0**

Our gross profit in 2021, 2022 and 2023 amounted to RMB219.6 million, RMB380.6 million and RMB487.4 million, respectively. The following table sets forth the breakdown of our gross profit and gross profit margin by business line for the years indicated.

	For the year ended December 31,					
	2021		**2022**		**2023**	
	Gross profit	**Gross profit margin**	**Gross profit**	**Gross profit margin**	**Gross profit**	**Gross profit margin**
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Comprehensive medical services	40,543	5.6	122,078	14.1	149,738	15.2
Online retail pharmacy services	155,000	15.3	206,693	16.5	263,191	20.3
Customized content and marketing solutions	24,105	87.5	51,483	85.4	72,277	83.0
Others	–	–	330	1.4	2,201	3.3
Total	**219,648**	**12.5**	**380,584**	**17.3**	**487,407**	**20.0**

The growth of our revenue and gross profit during our Track Record Period reflected our overall strategy of growing our business foundation and expanding our business scale. For a discussion of our revenue and gross profit during the Track Record Period, see "Financial Information—Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items."

Our Chronic Disease Management (CDM) Service Center

To support our comprehensive medical services and online retail pharmacy services, we established our CDM service center to improve patient experience by providing professional medical advice and services to customers. Our CDM service center had a team of 169 staff members led by our in-house medical professionals as of December 31, 2023. The medical expertise of these medical professionals enables us to offer more professional solutions to patients, including consultation follow-up services, prescription consultations, patient education, medication reminders and drug refill notifications. For details, see "Business—Our Chronic Disease Management (CDM) Service Center."

Our Robust Pharmaceutical Supply Chain

Over the years, we have established a robust pharmaceutical supply chain. As of December 31, 2023, we had collaborated with over 760 pharmaceutical companies, including multinational companies and large domestic pharmaceutical companies. Our business model further enables us to foster mutually beneficial relationships with these pharmaceutical companies as we are able to provide them with alternative distribution channels, valuable market insights and feedback, as well as value-added services such as our customized content and marketing solutions. As of December 31, 2023, we had procured products from over 1,400 suppliers and had offered over 212,000 drug SKUs, of which approximately 61.6% were prescription drugs and approximately 38.4% were OTC drugs. In 2021, 2022 and 2023, our prescription drug GMV represented approximately 88.9%, 84.2% and 81.1% of our total GMV, respectively. Our GMV refers to gross merchandise volume, the total value of all orders placed on the Jianke Platform and through third-party e-commerce platforms. For details, see "Business—Collaboration with Pharmaceutical Companies."

COMPETITIVE LANDSCAPE

According to CIC, the overall market size of the chronic disease management market in China in terms of GMV grew rapidly from RMB2,425.5 billion in 2015 to RMB7,737.5 billion in 2023, representing a CAGR of 15.6%, and is expected to continue to grow at a CAGR of 10.5% from 2023 to 2030 and reach RMB15,535.8 billion in 2030. Driven by the vast needs of chronic disease patients in China, the total GMV generated from the online chronic disease management market in China increased from RMB27.6 billion in 2015 to RMB178.1 billion in 2023, at a CAGR of 26.3%, and is expected to reach RMB1,153.9 billion in 2030 at a CAGR of 30.6%.

As of December 31, 2023, there were over 50 service providers in the online chronic disease management market in China, according to CIC. Our Group was the largest online chronic disease management platform in China in terms of MAU in 2023.

In addition, we recorded a total of RMB2.01 billion prescription drug GMV in 2023, which ranked first in terms of prescription drug GMV in the online to-consumer CDM market in China. The proportion of our prescription drug GMV represented approximately 81.1% of our total GMV in 2023, which was the highest in the online to-consumer CDM market in China.

For details, see "Industry Overview" in this document.

OUR STRENGTHS

We believe that the following competitive strengths contribute to our success and differentiate us from our competitors: (i) leading online chronic disease management platform in China; (ii) loyal and active paying user base anchored on long-term physician-patient relationships; (iii) technology-driven platform to enhance customer satisfaction and operating efficiency; (iv) strong and synergistic relationships with leading pharmaceutical companies; (v) innovation-driven approach and ability to evolve our business as new opportunities arise; and (vi) seasoned management team and strong investor base supporting our long-term growth.

OUR STRATEGIES

We will focus on the following key growth strategies to achieve our long-term goal of empowering physicians and patients to better treat and manage chronic disease: (i) enhance connectivity between physicians and patients and increase user engagement on our platform; (ii) redefine the standard for smart chronic disease management services by expanding our expertise in chronic disease specialties and focusing on continuous innovation; (iii) build and grow our high-quality user base; (iv) continue to broaden our product selection to better satisfy the needs of our users; and (v) continue to attract and retain talent to support our growth.

SUMMARY OF KEY FINANCIAL INFORMATION

The summary historical financial data set forth below has been derived from, and should be read in conjunction with, our consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report in Appendix I to this document, as well as the information set forth in "Financial Information" of this document. Our consolidated financial information was prepared in accordance with HKFRSs.

Summary of the Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the years indicated.

	For the year ended December 31,		
	2021	**2022**	**2023**
	RMB'000	*RMB'000*	*RMB'000*
Revenue	1,758,673	2,204,303	2,434,308
Cost of sales	(1,539,025)	(1,823,719)	(1,946,901)
Gross profit	219,648	380,584	487,407
Loss before taxation	(303,950)	(383,289)	(196,711)
Loss and total comprehensive income for the year	**(303,989)**	**(383,302)**	**(196,788)**
Attributable to:			
Equity shareholders of the Company	(303,964)	(383,302)	(196,788)
Non-controlling interests	(25)	–	–

Non-HKFRS Measures

We believe that the presentation of non-HKFRS measures, namely adjusted net loss/profit (non-HKFRS measure) and adjusted net loss/profit margin (non-HKFRS measure), facilitates comparisons of operating performance from year to year and provides useful information for investors to understand and evaluate our consolidated results of operations in the same manner as our management by eliminating the impact of certain items. The use of adjusted net loss/profit (non-HKFRS measure) and adjusted net loss/profit margin (non-HKFRS measure) has limitations as analytical tools, and you should not consider them in isolation from, or as a substitute for analysis of, our results of operations or financial condition as reported under HKFRS. See "Financial Information—Non-HKFRS Measure: Adjusted Net Loss/Profit and Adjusted Net Loss/Profit Margin" in this document for details.

We define adjusted net loss/profit (non-HKFRS measure) as loss and total comprehensive income for the year after excluding the effects of (i) equity settled share-based transactions; (ii) [**REDACTED**] expenses; (iii) changes in the carrying amount of preferred shares liability; and (iv) foreign exchange from preferred shares liability. We account for the compensation cost from equity settled share-based transactions with employees, which is a non-cash item and does not result in cash outflow. We exclude [**REDACTED**] expenses arising from activities relating to the [**REDACTED**]. In addition, we eliminate the impact of changes in the carrying amount of preferred shares liability and foreign exchange differences associated with our Preferred Shares, primarily because these are non-cash items in nature. The convertible redeemable preferred shares will be automatically converted into ordinary shares upon the completion of the [**REDACTED**], upon which the carrying amount of the financial liabilities will be transferred to share capital and capital reserve. We define adjusted net loss/profit margin (non-HKFRS measure) as adjusted net loss/profit (non-HKFRS measure) divided by revenue for the year and multiplied by 100%.

The following table reconciles our adjusted net loss/profit (non-HKFRS measure) for the years indicated:

	For the year ended December 31,		
	2021	**2022**	**2023**
	RMB'000, except for percentages		
Reconciliation of net loss to adjusted net loss/profit (non-HKFRS measure)			
Loss and total comprehensive income for the year	**(303,989)**	**(383,302)**	**(196,788)**
Add:			
Equity settled share-based transactions	7,904	13,648	5,233
[**REDACTED**] expenses	13,453	21,273	25,081
Changes in the carrying amount of preferred shares liability	107,220	120,614	143,176
Foreign exchange from preferred shares liability	(31,409)	138,326	30,463
Adjusted net (loss)/profit (non-HKFRS measure)	**(206,821)**	**(89,441)**	**7,165**
Adjusted net (loss)/profit margin (non-HKFRS measure)	**(11.8)%**	**(4.1)%**	**0.3%**

Since we began to operate the Jianke mobile applications and website in-house in July 2019, we actively grew our user base and business scale, which resulted in rapid growth of our H2H services and online retail pharmacy services during the Track Record Period. These efforts have had a positive effect on revenue, gross profit, and gross profit margin trends after 2019. Our revenue increased from RMB1,758.7 million in 2021 to RMB2,204.3 million and RMB2,434.3 million in 2022 and 2023, respectively. Such increase was primarily driven by the expansion of our paying user base. Our gross profit increased from RMB219.6 million in 2021 to RMB380.6 million in 2022 and further to RMB487.4 million in 2023.

As we achieved scale and were able to negotiate more favorable procurement terms, we gained greater flexibility in price-setting. As a result, and our gross profit margin increased from 12.5% in 2021 to 17.3% in 2022 and further to 20.0% in 2023.

Our net loss increased from RMB304.0 million in 2021 to RMB383.3 million in 2022, primarily because we recorded other net loss of RMB134.2 million in 2022 compared to other net income of RMB33.0 million in 2021, which mainly arose from foreign exchange loss in relation to the Preferred Shares denominated in US dollars as a result of the fluctuation of foreign exchange rates. Our net loss decreased to RMB196.7 million in 2023, primarily because we had attracted and retained a larger paying user base, and leveraged our supply chain capabilities to procure pharmaceutical and healthcare products at more attractive prices.

Summary of the Consolidated Statements of Financial Position

The following table sets forth a summary of our consolidated statements of financial position as of the dates indicated.

	As of December 31,		
	2021	**2022**	**2023**
		RMB'000	
Total non-current assets	36,579	43,711	54,014
Total current assets	312,110	475,170	467,354
Total current liabilities	311,861	477,049	481,942
Net current assets/(liabilities)	249	(1,879)	(14,588)
Total assets less current liabilities	36,828	41,832	39,426
Total non-current liabilities	1,377,082	1,751,740	1,940,889
Net liabilities	(1,340,254)	(1,709,908)	(1,901,463)

While we had net current assets of RMB0.2 million as of December 31, 2021, we recorded net current liabilities of RMB1.9 million as of December 31, 2022, primarily due to an increase in contract liabilities in 2022 as a result of the increased advance payment from customers because there was a surge of drug orders on our platform in December 2022 as a result of the COVID-19 pandemic in China, but logistics services were affected during the pandemic, resulting in delays in shipment and delivery of our orders. As of December 31, 2023, we recorded net current liabilities of RMB14.6 million, which was primarily attributable to the trade and other payables incurred to support our increased business scale.

We recorded net liabilities of RMB1,340.3 million, RMB1,709.9 million and RMB1,901.5 million as of December 31, 2021, 2022 and 2023, respectively, primarily due to the convertible redeemable preferred shares of RMB1,368.8 million, RMB1,737.9 million and RMB1,911.5 million that we recorded as of December 31, 2021, 2022 and 2023, respectively. Upon the completion of the [**REDACTED**], all of our convertible redeemable preferred shares will be re-classified from liabilities to equity as a result of the automatic conversion into ordinary shares, which is expected to reverse our net liabilities position into a net assets position. Our net liabilities increased from RMB1,340.3 million to RMB1,709.9 million as of December 31, 2021 and 2022, respectively, primarily due to our loss and total comprehensive income for the year of RMB383.3 million in 2022, which was partially offset by a decrease resulting from equity settled share-based transactions amounting to RMB13.6 million in 2022. Our net liabilities increased from RMB1,709.9 million to RMB1,901.5 million as of December 31, 2022 and 2023, respectively, primarily due to our loss and total comprehensive income for the year of RMB196.7 million in 2023, which was partially offset by a decrease resulting from equity settled share-based transactions of RMB5.2 million in 2023. For further details, see the consolidated statements of changes in equity set out in the Accountants' Report in Appendix I to this document.

Summary of the Consolidated Statements of Cash Flow

The following table sets forth the breakdown of our cash flows for the years indicated.

	For the year ended December 31,		
	2021	**2022**	**2023**
	RMB'000	*RMB'000*	*RMB'000*
Net cash generated from/(used in) operating activities	(203,655)	(49,965)	22,282
Net cash (used in)/generated from investing activities	(4,323)	14,315	16,418
Net cash generated from/(used in) financing activities	(11,407)	82,233	(29,308)
Net increase/(decrease) in cash and cash equivalents	(219,385)	46,583	9,392
Cash and cash equivalents at the beginning of the year	307,817	84,658	134,907
Effect of foreign exchange rate changes	(3,774)	3,666	2,018
Cash and cash equivalents at the end of the year	84,658	134,907	146,317

We recorded net cash used in operating activities of RMB203.7 million, and RMB50.0 million in 2021 and 2022, respectively, which was primarily due to losses recorded for the year. Although we achieved continuous increase in revenue and gross profit, our operating expenses increased substantially along with the growth of our business. For a discussion of our cash flows during the Track Record Period, see "Financial Information—Liquidity and Capital Resources—Cash Flows."

Key Financial Ratios

The following table sets forth the details of our key financial ratios as of the dates or for the years indicated. For details, see "Financial Information—Key Financial Ratios."

	As of/For the Year Ended December 31,		
	2021	2022	2023
Gross profit margin	12.5%	17.3%	20.0%
Net loss margin	(17.3)%	(17.4)%	(8.1)%
Adjusted net (loss)/profit margin (non-HKFRS measure)	(11.8)%	(4.1)%	0.3%
Current ratio	1.0	1.0	1.0
Quick ratio	0.6	0.7	0.7

BUSINESS SUSTAINABILITY AND PATH TO PROFITABILITY

Since our inception, we have pioneered innovative solutions to address pain points in chronic disease management by leveraging our deep insights into China's healthcare system and applying our spirit of innovation to create stakeholder value. Our online retail pharmacy platform was initially launched to address the needs of chronic disease patients for repeat prescription drug refills and the inconvenience of regular trips to major hospitals in China. As our platform evolved, our realization that trusted physician-patient relationships were also essential to chronic disease management led us to launch our H2H service platform and operating model in 2018, which provides easy connectivity between patients and their physicians, and enables more effective chronic disease management through online follow-up consultations, e-prescriptions, and physician/patient education modules.

We believe the foundation to our long-term commercial success lies in building user base scale and brand reputation. As such, we have dedicated ourselves to cultivating an active and loyal community of patients and physicians on our Jianke Platform, and developing and strengthening business relationships with pharmaceutical companies. We continuously focused on developing and shaping consumer behavior and preferences, developing new sales channels and introducing new services and products to address the needs of our key stakeholders to solidify our relationships. As a result of our efforts, the key operating metrics of our business have also experienced positive growth, such as our expanding paying user base, increasing number of registered physicians, and sustained high average user retention rate and repeat purchase rate. In 2023, our Jianke Platform had an average of approximately 8.4 million MAU. In addition, our average user retention rate remained consistently high throughout the Track Record Period, at 77.3%, 78.7% and 79.0% in 2021, 2022 and 2023, respectively, which was higher than the industry average of approximately 30-35% for the respective years, according to CIC. For details, see "—Our Business and Value Proposition—Our Growth and Key Operating Data."

In 2021 and 2022, our adjusted net loss (non-HKFRS measure) was RMB206.8 million and RMB89.4 million, respectively. As our user base expanded and we effectively improved our operating efficiency, our net losses started to decrease, and we recorded adjusted net profit (non-HKFRS measure) of RMB7.2 million in 2023, which primarily reflected our decreased net losses for the same year. In addition, our net operating cash outflow in 2021 and 2022 amounted to RMB203.7 million and RMB50.0 million, respectively, primarily due to our initiatives to incentivize physician activity and to attract and develop a loyal customer base. In 2023, we recorded a net operating cash inflow of RMB22.3 million, which was primarily attributable to our increased sales volume of pharmaceutical and healthcare products and improved operating efficiency. For a year-on-year analysis of our financial performance, see "Financial Information—Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items—Comparison of Results of Operations." These financial results primarily reflect the significant costs and expenses we incurred in growing our user base, assembling our own team after we began to operate the Jianke Platform in-house, investing in our research and development capabilities to optimize the functions of our mobile applications and website, and increasing our marketing efforts to promote user engagement and enhance brand recognition, which we believe are crucial for long-term growth and success.

We believe there will continue to be a significant need for better chronic disease management in China for years to come. As a pioneer and leader in this growing industry segment, we believe that our active user base of patients and physicians, strong relationships with pharmaceutical companies, and ability to offer diversified and well-designed services and products will enable us to capture future growth opportunities. Going forward, we expect to sustain our revenue growth and achieve profitability by, among other things, (i) building economies of scale, controlling operating expenses and further improving our operating efficiency by enhancing the productivity of our in-house teams, adapting our staffing strategy to evolving business requirements, streamlining internal workflows, and leveraging technology to drive cost-efficient and centralized management; (ii) building a high-quality user base by expanding and diversifying our product portfolio, especially high-margin, prescription, and difficult-to-source drugs for chronic diseases, to meet evolving user needs; (iii) introducing products and services which can bring higher value-added and increased scale, including content offerings in multimedia formats; and (iv) lowering procurement costs and improving our gross profit margin by leveraging our growing procurement volumes and strengthened bargaining power to negotiate more favorable input prices and procurement terms.

Our Directors believe that, considering the industry trend towards online to-consumer CDM platforms and by implementing the above strategies, our business is and will continue to be sustainable and our profitability will improve. For a detailed business sustainability and path to profitability analysis, see "Financial Information—Business Sustainability and Path to Profitability."

Working Capital Sufficiency

We recorded net current liabilities of RMB14.6 million as of December 31, 2023, which was primarily attributable to the trade and other payables incurred to support our increased business scale. Going forward, we remain committed to implementing measures aimed at enhancing our operating cash flows. Leveraging our growing user base and procurement volumes, our bargaining power will improve, which will enable us to secure more favorable input prices and lower our overall procurement costs. We are also actively streamlining our operations to achieve economies of scale and optimizing our expense structure. Moreover, we are actively monitoring our trade payables and receivables settlement to ensure that we have sufficient working capital. In addition, we had proceeds of US$8.6 million from our Series D+ financing in December 2022, and expect to receive [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**] million based on the low end of the [**REDACTED**] range (assuming that the [**REDACTED**] is not exercised), all of which contribute to our capital resource pool. While we recorded net liabilities throughout the Track Record Period, this was primarily due to the convertible redeemable preferred shares that we recorded as of the end of each year during the Track Record Period. Upon the completion of the [**REDACTED**], all of our convertible redeemable preferred shares will be automatically converted to ordinary shares.

Based on the financial resources available to us (including our cash and cash equivalents on hand, cash generated from operating activities, and the estimated [**REDACTED**] from the [**REDACTED**]), our expansion plan, and the estimated cash generated from operating activities, our Directors are of the view that we will have sufficient working capital for the next 12 months from the date of this document. For details, see "Financial Information—Liquidity and Capital Resources—Working Capital."

Based on the foregoing, our Directors are of the view that our Group has a sustainable business. The foregoing forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. These forward-looking statements are subject to risks, uncertainties and other factors, some of which are beyond our control, which may cause the actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. For related risks, see "Forward-looking Statements" section in this document.

After due consideration of the foregoing factors and discussions with the management, the Joint Sponsors have no reason to believe that the Directors' foregoing views are unreasonable.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Our Directors confirm that there has been no material adverse change in our financial, operational or trading positions or prospects since December 31, 2023, being the date of our consolidated financial statements as set out in the Accountants' Report, and up to the date of this document. Despite our expanding business scale, we expect to record an increased amount of loss in 2024, primarily because we expect to grant all the remaining RSUs under our existing share-based incentive plan in 2024, which will result in a significant increase in administrative expenses arising from increased share-based compensation. Our future profitability is uncertain and subject to various factors. For details, see "Risk Factors—We have a history of net losses and negative operating cash flow. We cannot ensure future profitability."

MAJOR CUSTOMERS AND SUPPLIERS

We have a broad base of customers. Customers for our comprehensive medical services and online retail pharmacy services are mainly individual users, and we occasionally sell pharmaceutical products to offline pharmacies and pharmaceutical distributors. For our customized content and marketing solutions, our customers are mainly pharmaceutical companies. For each year during the Track Record Period, revenue derived from our five largest customers accounted for less than 5.0% of our total revenue. All of our five largest customers for the years ended December 31, 2021, 2022 and 2023 were Independent Third Parties. See "Business—Our Customers" for details.

We mainly procure pharmaceutical products including prescription drugs, OTC drugs, medical device and accessories, from authorized distributors of multinational and domestic pharmaceutical companies. In 2021, 2022 and 2023, purchases from our top five suppliers accounted for 60.9%, 57.2% and 51.5% of our total purchases, respectively, and purchases from our largest supplier alone accounted for 20.5%, 14.8% and 15.7% of our total purchases during each of those years, respectively. For details on our suppliers, see "Business—Our Suppliers."

Overlapping Customers and Suppliers

During the Track Record Period, certain of our customers were also our suppliers. We sold certain types of pharmaceutical products to these companies as part of our inventory management strategy, and procured certain other types of pharmaceutical products, medical devices, healthcare and nutritional supplements and other wellness products from them. The products sold to, and purchased from, these companies were different. To the best knowledge and belief of our Directors, two of our five largest customers were also our suppliers in each of 2022 and 2023. None of our five largest customers in 2021 were also our supplier that year.

Our Directors confirm that all of our sales to and purchases from these companies were conducted in the ordinary course of business under normal commercial terms, and none of our sales to and purchases from these overlapping entities were the same or back-to-back sales during the Track Record Period. For details of such overlaps during our Track Record Period, see "Business—Overlapping Customers and Suppliers."

MATERIAL RELATED PARTY TRANSACTIONS

During the Track Record Period, we entered into a number of transactions with related parties, including Mr. Xie, our Controlling Shareholder, and companies controlled by Mr. Xie or over which Mr. Xie had significant influence.

- *Purchase of Goods*. In 2021, although we had begun procuring products mainly from independent third-party suppliers, we still sourced RMB4.7 million of goods from Guangzhou Jianke, leveraging their established relationships with suppliers and pharmaceutical wholesale capabilities. These purchases encompassed pharmaceutical products, medical devices, healthcare and nutritional supplements and other wellness products for our online retail pharmacy services and comprehensive medical services segments. We ceased to procure products from related parties in 2022.

- *Advance of Borrowings*. In 2021, we provided liquidity support, in the form of advance of borrowings, to a number of related parties. These included companies over which Mr. Xie had significant influence, such as Guangzhou Jianke, as well as Mr. Xie and companies controlled by Mr. Xie. We ceased to provide advance of borrowings to related parties in 2022.

See "Financial Information—Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items—Recognition of Impairment Losses," "Financial Information—Liquidity and Capital Resources—Cash Flows—Net Cash Flows Generated from/(used in) Financing Activities" and "Financial Information—Material Related Party Transactions" in this document for details.

RISK FACTORS

We are exposed to risks inherent in providing online healthcare services and selling pharmaceutical and healthcare products in China. Claims, user complaints or administrative penalties may be made or imposed against us or the relevant pharmaceutical companies if any of the products sold through our Jianke Platform are deemed or proven to be unsafe, ineffective or defective, or if they are found to contain illicit substances or infringe on any third party's intellectual property rights. According to the Drug Administration Law (《藥品管理法》), if compensation claims related to product quality are received by a drug trading enterprise, it shall pay the compensation first, and then have the right to recover such payment from the drug manufacturer or holder of drug marketing authorization. We may also be subject to allegations of having engaged in practices such as improperly issuing prescriptions, sale of counterfeit and substandard medicines or other healthcare products or providing inadequate warnings or insufficient or misleading disclosures of side effects. We also face risks of medical liability claims arising from medical services provided through our Jianke Platform. Such claims may be made against us, our registered physicians (in relation to their provision of online consultation and e-prescription services) and our in-house medical professionals (in relation to their provision of e-prescription services). In particular, the physicians and pharmaceutical companies that we partner with, may provide sub-standard services, mishandle sensitive information, engage in other misconduct or commit medical malpractice, which could subject us to medical liability claims. According to the Regulation on Handling Medical Accidents (《醫療事故處理條例》), medical institutions and patients can resolve civil liability disputes, including compensation for medical accidents, through negotiation. According to the Civil Code of the PRC (《中華人民共和國民法典》), if a patient sustains any harm in the course of medical treatment due to the failure of the medical institution or its medical staff, the medical institution shall be liable for compensation. See "Risk Factors—Risks Relating to Our Business and Industry—We may be subject to product liability or medical liability claims, or claims or administrative penalties for counterfeit, substandard or unauthorized products on our platform, which could cause us to incur significant expenses and be liable for significant damage."

With respect to our customized content and marketing solutions, under the relevant PRC laws, we are required to closely monitor the content published on our platform. We may be subject to potential liabilities for any unlawful actions of users of our websites. We and the relevant pharmaceutical companies may also be subject to liability for content distributed through our Jianke Platform that are deemed unlawful by relevant authorities. See "Risk Factors—Risks Relating to Our Business and Industry—We may be subject to liability for content available on our platform that is alleged to be factually incorrect, socially destabilizing, obscene, defamatory, libelous or otherwise unlawful."

In addition to the risks highlighted above, there are certain other risks in our operations and in connection with the [**REDACTED**], many of which are beyond our control. We believe the most significant risks we face include: (i) if we fail to manage the growth and expansion of our business, our results of operations, financial condition and growth prospects may be materially and adversely affected; (ii) we operate in an emerging and dynamic industry, and our historical results of operations and financial performance may not be indicative of future performance; (iii) we have a history of net losses and negative operating cash flow. We cannot ensure future profitability; (iv) maintaining customers' trust in our Jianke Platform is critical to our success, and any failure to do so could damage our reputation and brand; (v) we may fail to attract or retain sufficient users or registered physicians to our platform; (vi) the potential reversion of patients to offline clinics and hospitals in a post-COVID-19 environment might impact our business and results of operations; (vii) we, our directors, management and employees may from time to time become party to litigation, regulatory investigations, other legal or administrative disputes and proceedings that may have an adverse impact to our reputation and business prospects; (viii) we may be subject to penalties or disputes against us for failure to manage our in-house medical professionals and registered physicians; (ix) if we fail to keep up with rapid changes in big data analysis, AI technology and other technologies, our future success may be adversely affected; (x) we collect and process a large amount of data in the ordinary course of our business. Any improper use or disclosure of such data, security breaches or attacks against our platform, and any potential reach or failure to protect confidential and proprietary information, could damage our reputation and adversely impact our business, results of operations and financial condition; and (xi) the proper functioning of our technology infrastructure is essential to our business, and any failure to maintain the satisfactory performance, security and integrity of our technology infrastructure would materially and adversely impair our ability to provide services and affect our business, reputation, financial condition and results of operations. See "Risk Factors" of this document for details of our risk factors, which you should read carefully and in full before you decide to [**REDACTED**] in our shares.

PRE-[REDACTED] INVESTMENTS

We have received several rounds of Pre-[**REDACTED**] Investments since our establishment. For further details of the identity and background of the Pre-[**REDACTED**] Investors and the principal terms of the Pre-[**REDACTED**] Investments, see "History, Reorganization and Corporate Structure—Pre-[**REDACTED**] Investments" for details.

CONTROLLING SHAREHOLDERS

Mr. Xie and Mr. Zhou (pursuant to the Concert Deed), together with Fangrong Management Limited, Fangzhan Holdings L.P., Xingyu Holdings L.P., Celaeno Group Limited, Silica Brothers Corp. and Asia Tech Investments Ltd., are acting together as a group of Controlling Shareholders. Immediately following completion of the [**REDACTED**] (assuming that the weighted voting rights structure is cancelled and without taking into account the [**REDACTED**] which may be allotted and issued upon the exercise of the [**REDACTED**]), our ultimate Controlling Shareholders, Mr. Xie (through Fangrong Management Limited, a limited liability company wholly-owned by Mr. Xie, Fangzhan Holdings L.P. and Xingyu Holdings L.P., each a limited partnership whose general partner is Xingyu Inc., a company wholly owned by Mr. Xie) and Mr. Zhou (through his wholly-owned companies, i.e. Celaeno Group Limited and Silica Brothers Corp.) will indirectly hold 276,605,527 Shares and 236,624,057 Shares in our Company, representing approximately [**REDACTED**]% and [**REDACTED**]% of shareholding interest in the Company, respectively.

Asia Tech Investments Ltd. is a platform holding the underlying incentive shares granted to our Directors and senior management in the total amount of 116,875,898 Class A Ordinary Shares under the RSU Scheme. As approximately 51.34% and 48.41% of interest in Asia Tech Investments Ltd. were held by Mr. Xie and Mr. Zhou, respectively, each of Mr. Xie and Mr. Zhou is deemed to be interested in the Shares of the Company held by Asia Tech Investments Ltd. in accordance with SFO, representing approximately [**REDACTED**]% of shareholding interest in the Company immediately following the completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised).

[**REDACTED**], Mr. Xie and Mr. Zhou were conferred by Tech-Med Investments (S) Pte. Ltd. to exercise the voting rights attached to 138,430,610 Shares held by Tech-Med Investments (S) Pte. Ltd. through a deed of voting proxy, representing approximately [**REDACTED**]% of shareholding interest in the Company immediately following the completion of the [**REDACTED**]. The voting proxy arrangement will take effect immediately before the [**REDACTED**]. For details, see "History, Reorganization and Corporate Structure—Deed of Voting Proxy."

Therefore, immediately upon completion of the [**REDACTED**] (assuming the weighted voting rights structure is cancelled and without taking into account the Shares which may be allotted and issued upon the exercise of the [**REDACTED**]), Mr. Xie and Mr. Zhou (together with Fangrong Management Limited, Fangzhan Holdings L.P., Xingyu Holdings L.P., Celaeno Group Limited, Silica Brothers Corp. and Asia Tech Investments Ltd.) as a group of Controlling Shareholders, by virtue of their shareholding together with the voting proxy conferred upon them as mentioned above, will control an aggregate of [**REDACTED**] Shares, representing approximately [**REDACTED**]% of shareholding interest in our Company.

See "Relationship with the Controlling Shareholders" for further details.

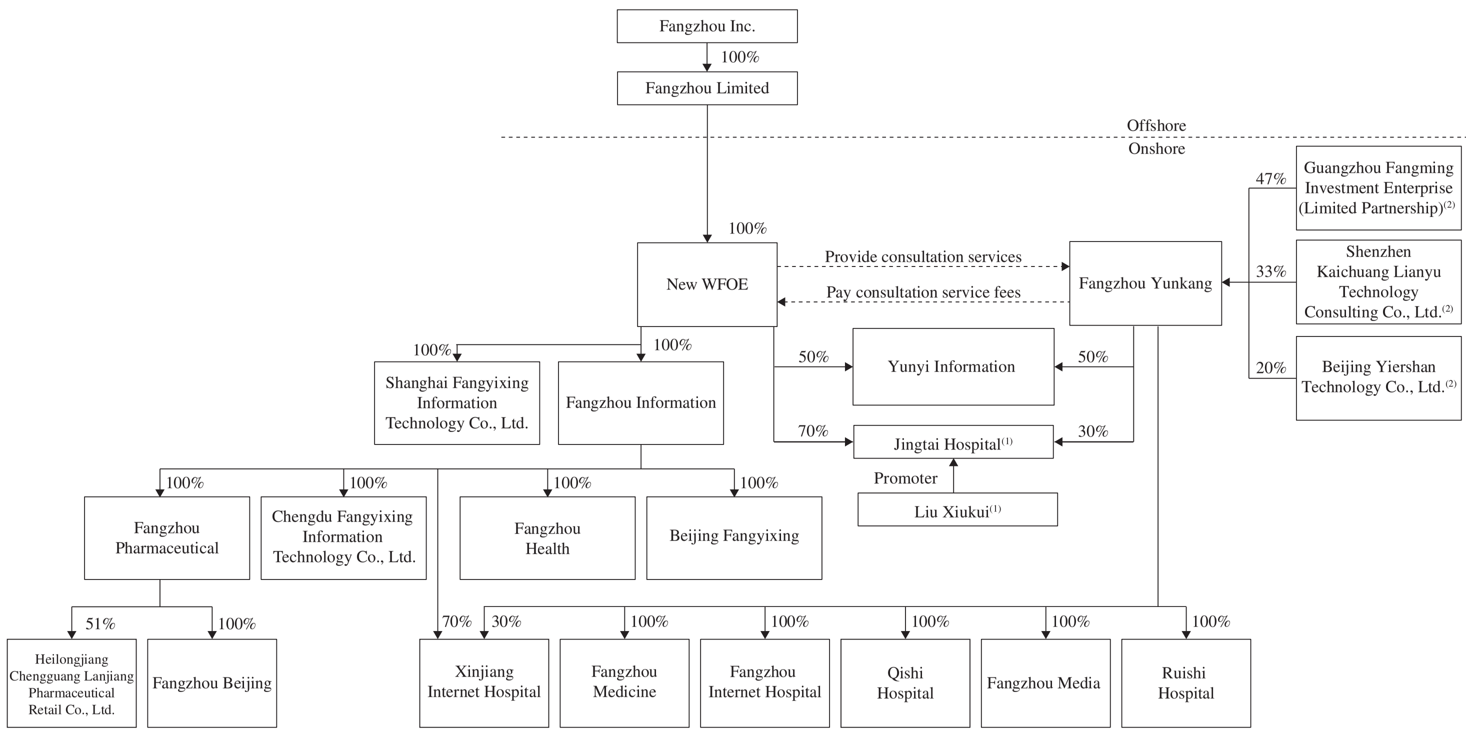
CAPITALIZATION OF THE COMPANY

As of the Latest Practicable Date, we had adopted a weighted voting rights structure, which will be cancelled, through the re-classification of all existing classes of shares into a single class of Ordinary Shares, immediately prior to [**REDACTED**]. For details, see "History, Reorganization and Corporate Structure—Capitalization of the Company."

CONTRACTUAL ARRANGEMENTS

The operations of our Consolidated Affiliated Entities are subject to various foreign ownership restrictions under PRC laws and regulations. In order to maintain and exercise control over our Consolidated Affiliated Entities, we have adopted Contractual Arrangements. These Contractual Arrangements allow us to enjoy substantially all of the economic benefits of our Consolidated Affiliated Entities and consolidate their results of operations into ours. See "Contractual Arrangements" for further details.

The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Group stipulated under the Contractual Arrangements.



Notes:

(1) Liu Xiukui is the registered promoter of Jingtai Hospital and a nominee of the New WFOE and Fangzhou Yunkang. The New WFOE and Fangzhou Yunkang each holds 70% and 30% of the registered capital and promoter's interest in Jingtai Hospital.

(2) Guangzhou Fangming Investment Enterprise (Limited Partnership) is a limited partnership wholly-owned by Mr. Xie. Shenzhen Kaichuang Lianyu Technology Consultancy Co., Ltd. is a limited liability company owned as to 55% and 45%, respectively, by Zhang Xinwei (張新偉) and Wang Wenchao (汪聞超), each of whom holds equity interest in Shenzhen Kaichuang Lianyu Technology Consultancy Co., Ltd. as a nominee appointed by Crescent Point. Beijing Yiershan Technology Co., Ltd. is a limited liability company wholly owned by Yang Jinghua (楊敬華), the mother of Mr. Zhou, who holds equity interest in Beijing Yiershan Technology Co., Ltd. as the nominee on behalf of Mr. Zhou.

REGULATORY OVERVIEW

On February 17, 2023, the CSRC released the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Trial Measures**") and five supporting guidelines (collectively, the "**Trial Measures and Supporting Guidelines**"), which came into effect on March 31, 2023. The Trial Measures and Supporting Guidelines will regulate both direct and indirect overseas offering and listing of PRC domestic companies' securities by adopting a filing-based regulatory regime. Pursuant to the Trial Measures and Supporting Guidelines, the [**REDACTED**] would be deemed as an indirect overseas securities offering by a PRC domestic company. According to the CSRC's press conference for the release of the Trial Measures and the Notice on Administration for the Filing of Overseas Offering and Listing by Domestic Companies, on or prior to March 31, 2023, domestic companies that have already submitted valid applications for overseas offering and listing, but have not obtained an approval from overseas regulatory authorities or stock exchanges, may reasonably arrange the timing for submitting their filing applications with the CSRC, and must complete the filing before the completion of their overseas offering and listing. We have completed filing with the CSRC on March 22, 2024 for the [**REDACTED**] and the [**REDACTED**] in accordance with the Trial Measures.

FUTURE PLANS AND USE OF [REDACTED]

Assuming an [**REDACTED**] of HK$[**REDACTED**] per Share (being the mid-point of the indicative [**REDACTED**] range of HK$[**REDACTED**] to HK$[**REDACTED**] per Share), we estimate that we will receive net [**REDACTED**] of approximately HK$[**REDACTED**] million from the [**REDACTED**] after deducting the [**REDACTED**] and other estimated expenses paid and payable by us in connection with the [**REDACTED**] and assuming that the [**REDACTED**] is not exercised. In line with our strategies, we currently intend to use our [**REDACTED**] from the [**REDACTED**] for the purposes and in the amounts set forth below:

(i) approximately [**REDACTED**]%, or HK$[**REDACTED**] million, will be used for business expansion in the next three to five years;

(ii) approximately [**REDACTED**]%, or HK$[**REDACTED**] million, will be used for research and development activities in the next five years;

(iii) approximately [**REDACTED**]%, or HK$[**REDACTED**] million, will be used for our potential investments and acquisitions or strategic alliances with other stakeholders in the value chain of the online chronic disease management industry; and

(iv) approximately [**REDACTED**]%, or HK$[**REDACTED**] million, will be used for our working capital and general corporate purposes.

See "Future Plans and Use of [**REDACTED**]" for details.

[**REDACTED**]

The statistics in the following table are based on the assumptions that [**REDACTED**] Shares will be issued pursuant to the [**REDACTED**] and the [**REDACTED**] is not exercised:

	Based on [REDACTED] of HK$[REDACTED]	**Based on [REDACTED] of HK$[REDACTED]**
[**REDACTED**] of our Shares[1]	HK$[**REDACTED**] million	HK$[**REDACTED**] million
[**REDACTED**] adjusted net tangible assets of the Group per Share as of December 31, 2023[2]	HK$[**REDACTED**]	HK$[**REDACTED**]

Notes:

(1) The calculation of [**REDACTED**] is based on [**REDACTED**] Shares expected to be in issue immediately upon completion of the [**REDACTED**].

(2) The [**REDACTED**] adjusted net tangible assets of the Group per Share is arrived at after the adjustments as described in "Appendix II—[**REDACTED**] Financial Information" and on the basis that a total of [**REDACTED**] Shares (which is calculated based on 1,189,225,279 Shares at December 31, 2023 and adjusted for [**REDACTED**] Shares newly issued upon the [**REDACTED**] but exclude 127,242,178 Class A Ordinary Shares issued to Asia Tech Investments Ltd., Endeavor Cloud Limited, FAST GOAL INTERNATIONAL LIMITED, Gaoxin Thrive Limited, Mr. ZOU Yuming and Torano Investments Limited in May 2024) were in issue immediately following the completion of the [**REDACTED**] assuming the [**REDACTED**] is not exercised.

DIVIDENDS

No dividend has been paid or declared by our Company during the Track Record Period. Any future declarations and payments of dividends will be at the absolute discretion of our Board and if necessary, subject to the approval of our Shareholders at general meetings. There can be no assurance that we will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. Currently, we do not have any dividend policy or intention to declare or pay any dividends in the near future. As advised by our legal advisor as to Cayman Islands law, notwithstanding that the Company may have accumulated losses, the Company may declare dividend (a) out of profits of the Company if the Company has sufficient profits, realised or unrealised, unless such is contrary to the accounting principles adopted by the Company or (b) out of the share premium of the Company if following the date on which the dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business. In determining whether to declare a dividend, our Board will need to be satisfied that the declaration of dividend is in the best interest of the Company and may make provision for losses. [**REDACTED**] should not purchase our [**REDACTED**] with the expectation of receiving cash dividends.

[REDACTED] EXPENSES

Assuming an [**REDACTED**] of HK$[**REDACTED**] per Share (being the mid-point of the indicative [**REDACTED**] range of HK$[**REDACTED**] to HK$[**REDACTED**] per Share), and assuming that the [**REDACTED**] is not exercised, the aggregate commissions and fees, together with the Stock Exchange [**REDACTED**] fee, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee, legal and other professional fees, printing and other expenses relating to the [**REDACTED**], which are paid or payable by us, are estimated to be approximately RMB[**REDACTED**] million, accounting for [**REDACTED**]% of [**REDACTED**] from the [**REDACTED**]. Up to December 31, 2023, we incurred [**REDACTED**] expenses in the amount of RMB[**REDACTED**] million, of which RMB[**REDACTED**] million was recognized in the consolidated statements of profit or loss and other comprehensive income, and RMB[**REDACTED**] million was recognized as deferred [**REDACTED**] expenses in the consolidated statements of financial position as of December 31, 2023 which will be recognized as a reduction from equity upon the [**REDACTED**]. We expect to further incur additional [**REDACTED**] expenses of approximately RMB[**REDACTED**] million after the Track Record Period, of which approximately RMB[**REDACTED**] million is expected to be recognized in our consolidated statements of profit or loss and other comprehensive income, and approximately RMB[**REDACTED**] million is expected to be deducted from equity upon the [**REDACTED**] under the relevant accounting standards. By nature, our [**REDACTED**] expenses are composed of (i) [**REDACTED**] related expenses of approximately RMB[**REDACTED**] million; and (ii) non-[**REDACTED**] related expenses of approximately RMB[**REDACTED**] million, which consist of fees and expenses of legal advisors and Reporting Accountants of approximately RMB[**REDACTED**] million and other fees and expenses of approximately RMB[**REDACTED**] million.

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We are applying for the [**REDACTED**] under Rule 8.05(3) of the Listing Rules and satisfy the [**REDACTED**]/revenue test, among other things, with reference to (i) our revenue for the year ended December 31, 2023, being RMB2,434.3 million, which is significantly over HK$500 million as required by Rule 8.05(3) of the Listing Rules; and (ii) our expected [**REDACTED**] at the time of the [**REDACTED**], which, based on the low end of the [**REDACTED**] range, would exceed HK$4 billion as required by Rule 8.05(3) of the Listing Rules.