

APPENDIX IV

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FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of our Company

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands on April 25, 2023. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of certain aspects of the Cayman Islands company law and a summary of certain provisions of our Articles of Associations are set out in the section headed “Appendix III – Summary of the Constitution of our Company and Cayman Islands Company Law.”

Our registered place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on July 26, 2023. Ms. Cheung Yuet Fan and Ms. Sham Ying Man of 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong have been appointed as our authorized representatives for the acceptance of service of process and notices in Hong Kong.

Changes in Share Capital of Our Company

Save as disclosed in the sections headed and “History, Reorganization and Corporate Structure – Reorganization.” there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 37 to the Accountant’s Report set out in Appendix I.

The following sets out the changes in the share capital of our subsidiaries within the two years immediately preceding the date of this Document:

- On February 15, 2023, the registered capital of Zhejiang BrainAurora Medical Technology Co., Ltd. (浙江腦動極光醫療科技有限公司) was increased to RMB14.891074 million and on June 15, 2023, its registered capital was further increased to RMB16.545663 million.
- On March 10, 2023, Beijing Wanxiang Aurora Technology Co., Ltd. (北京萬相極光科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB1 million.
- On April 18, 2023, Beijing Yihui Technology Co. Ltd. (北京益慧科技有限公司) was established as a limited company (Sino-Foreign Equity Joint Venture) in the PRC with an initial registered capital of RMB1 million. On June 13, 2023, its registered capital was increased to RMB51 million, and was further increased to RMB51.126398 million on August 3, 2023.

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- On May 22, 2023, Sichuan Huiyu Aurora Medical Technology Co., Ltd. (四川慧譽極光醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB1 million.
- On June 16, 2023, Zhejiang Zhiling Ruidong Medical Technology Co., Ltd. (浙江智靈睿動醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB100 million.
- On September 12, 2023, Beijing Hongze Technology Development Co., Ltd. (北京宏澤科技發展有限公司) increased its registered share capital from RMB1 million to RMB1.4286 million.
- On October 17, 2023, Shenzhen BrainAurora Medical Technology Co., Ltd. (深圳腦動極光醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB1 million.
- On November 15, 2023, Sichuan BrainAurora Medical Technology Co., Ltd. (四川腦動極光醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB100 million.
- On January 12, 2024, Luzhou BrainAurora Medical Technology Co., Ltd. (瀘州腦動極光醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB1 million.
- On July 26, 2024, BrainAurora (Hebei) (腦動極光(河北)醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB3 million.
- On August 8, 2024, BrainAurora Jiangsu (江蘇腦動極光醫療科技有限公司) was established as a limited liability company in the PRC with an initial registered capital of RMB36.5 million.

Save as disclosed above, there has been no alteration in the share capital of any subsidiaries within the two years immediately preceding the date of this Document.

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

Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED] of our Shares on the Stock Exchange. See “History, Reorganization and Corporate Structure — Reorganization” for information relating to the Reorganization.

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Resolutions of our Shareholders

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

- (a) the Memorandum and Articles of Association were approved and adopted, and will come into effect upon [REDACTED];
- (b) conditional on (i) the Listing Committee granting the [REDACTED] of, and permission to [REDACTED] the Shares in issue and to be [REDACTED] as mentioned in this Document; and (ii) the obligations of the [REDACTED] under the [REDACTED] Agreements becoming unconditional and the [REDACTED] Agreements not being terminated in accordance with the terms therein or otherwise:
 - the [REDACTED] and the re-designation and re-classification of each authorised issued and unissued Preferred Share into an ordinary Share on a one-to-one basis were approved;
 - upon completion of the [REDACTED], all the authorised issued and unissued Preferred Shares be re-designated and re-classified as ordinary Shares, having the rights and restrictions as set out in the Memorandum and the Articles;
 - the [REDACTED] and the [REDACTED] were approved and our Directors were authorized to effect the same, and to allot and issue the [REDACTED] pursuant to the [REDACTED] and the [REDACTED];
 - the grant of the [REDACTED] by our Company to the International [REDACTED] to allot and issue up to 15% of the [REDACTED] initially available under the [REDACTED] to cover, among other things, the [REDACTED] in the [REDACTED] was approved; and
 - the proposed [REDACTED] was approved, and our Directors were authorized to implement such [REDACTED];
- (c) a general unconditional mandate was granted to our Directors to allot, issue and deal with Shares or sell and/or transfer Shares out of treasury that are held as treasury shares, and to make or grant offers, agreements, or options which might require such Shares to be allotted and issued or dealt with at any time 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, shall not exceed 20% of the number of the Shares in issue (excluding any treasury shares) in issue immediately following completion of the [REDACTED] and the [REDACTED].

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements (including the sale and/or transfer of any Shares out of treasury and are held as treasury shares), or a specific authority granted by our Shareholders, or upon the exercise of the [REDACTED]. This general mandate to issue Shares will remain in effect until:

- the conclusion of the next annual general meeting of our Company;

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- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting of our Company;

whichever is the earliest;

- (d) a general unconditional mandate was granted to our Directors to exercise all power of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the number of the Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] (excluding any treasury shares and any Shares which may be allotted and issued upon the exercise of the [REDACTED]).

This mandate only relates to repurchase made on the Stock Exchange or on any other stock exchange on which the Shares may be [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose) and made in accordance with all applicable laws and regulations and the requirements of the Listing Rules. This general mandate to repurchase Shares will remain in effect until:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting of our Company;

whichever is the earliest;

- the general unconditional mandate as mentioned in paragraph (d) above would be extended by the addition thereto the aggregate number of Shares purchased pursuant to the mandate to repurchase Shares referred to in paragraph (e) above (up to 10% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED], excluding any treasury shares and any Shares which may fall to be allotted and issued pursuant to the exercise of the [REDACTED]).

Restrictions on Repurchase of Our Own Securities

This section sets out information required by the Stock Exchange to be included in this Document concerning the repurchase by us of our own Shares. Our Directors confirm that neither the explanatory statement of the repurchase mandate nor the proposed share repurchase has any unusual features.

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Provisions of the Listing Rules

The Company is empowered by its Articles of Association to repurchase its Shares. Any shares to be repurchased will be canceled or kept as treasury shares if allowed by the Articles of Association and applicable laws and regulations. The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own Shares on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

- (a) Shareholders' Approval. All proposed repurchase of Shares (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, either by way of general mandate or by specific approval of a particular transaction.
- (b) Source of Funds. Repurchases must be funded out of funds legally available for the purpose in accordance with the constitutive documents of a listed company, the laws of the jurisdiction in which the listed company is incorporated or otherwise established. A listed company may not repurchase 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. Subject to the foregoing, any repurchases by a listed company may be made out of the funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of our share premium account.

Reasons for Repurchase

Our Directors believe that it is in the best interest of us and our Shareholders for our Directors to have general authority from the Shareholders to enable us 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 us and our Shareholders.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

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Funding of Repurchases

In repurchasing securities, we may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Articles of Association, the Companies Act or other applicable laws of Cayman Islands and the Listing Rules. On the basis of our current financial condition as disclosed in this Document and taking into account our current working capital position, our Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on our working capital and/or our gearing position as compared with the position disclosed in this Document. However, our Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

Status of repurchased Shares

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, the Shares repurchased by the Company will be canceled or kept as treasury shares.

The Company did not hold any treasury shares as of the Latest Practicable Date and will not hold any treasury shares upon [REDACTED].

Interim measures

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

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Exercise in full of the current repurchase mandate, on the basis of [REDACTED] Shares in issue after completion of the [REDACTED] and the [REDACTED] (without taking into account of the Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and excludes any treasury shares), could accordingly result in up to [REDACTED] Shares being repurchased by us during the period prior to:

- (a) the conclusion of our next annual general meeting;
- (b) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles of Association to be held;
or
- (c) the date on which the repurchase mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to us or our subsidiaries. Our Directors have undertaken with the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules, the Memorandum of Association and Articles of Association, the Companies Act or any other applicable laws of the Cayman Islands.

If, as a result of a repurchase of our Shares pursuant to the repurchase mandate, a Shareholder's proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of us 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.

No core connected person, as defined in the Listing Rules, has notified us that he/she or it has a present intention to sell his/her or its Shares to us, or has undertaken not to do so, if the repurchase mandate is exercised.

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FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Document that are or may be material:

- (a) the shareholders' agreement dated August 4, 2023 entered into among BrainAurora Medical Technology Limited, Northern Light Strategic Fund IV L.P., Northern Light Venture Fund IV L.P., Northern Light Partners Fund IV L.P., Crusky Limited, Healthblooming Limited, Integriness Limited, Anji Shundian Limited, Ambertech Limited, Jenny Wang Limited, China Frontier Capital Holding Limited, Beijing Pegasus Travel Star Enterprise Management Co., Ltd. (北京飛馬旅之星企業管理有限公司), Shenzhen Fengrui Dingxing Equity Investment Fund Partnership (Limited Partnership) (深圳豐瑞鼎興股權投資基金合夥企業(有限合夥)), Huang Guangwei (黃光偉), CICC Healthcare Investment Fund, L.P., ZTan Limited, Wispirits Limited, Wiseforward Limited, Neurobright Limited, BrainAurora Limited, BrainAurora (HK) Medical Technology Limited, Zhejiang Zhiling Ruidong Medical Technology Co., Ltd (浙江智靈睿動醫療科技有限公司), Zhejiang Naodong Jiguang Medical Technology Co., Ltd (浙江腦動極光醫療科技有限公司), Beijing Zhijingling Technology Co., Ltd. (北京智精靈科技有限公司) and Changsha Zhijingling Technology Co., Ltd. (長沙智精靈科技有限公司), pursuant to which relevant shareholders' rights were agreed among the parties;

- (b) the [REDACTED];

[REDACTED]

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Intellectual Property Rights












Trademarks

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

No.	Trademark	Owner	Place of Registration	Class	Registration Number	Expiry Date
1.		Beijing Zhijingling	PRC	42	57581592	January 27, 2032
2.		Beijing Zhijingling	PRC	42	57592012	February 6, 2032
3.		Beijing Zhijingling	PRC	10	57576481	January 27, 2032
4.		Beijing Zhijingling	PRC	44	57590136	January 20, 2032
5.		Beijing Zhijingling	PRC	9	57577316	January 27, 2032
6.		Beijing Zhijingling	PRC	41	57572439	January 27, 2032
7.		Beijing Zhijingling	PRC	9	19378082	April 27, 2027
8.		Beijing Zhijingling	PRC	16	19378080	April 27, 2027
9.		Beijing Zhijingling	PRC	45	19378074	April 27, 2027
10.		Beijing Zhijingling	PRC	38	19378078	April 27, 2027
11.		Beijing Zhijingling	PRC	5	19378083	April 27, 2027
12.		Beijing Zhijingling	PRC	10	19378081	April 27, 2027
13.		Beijing Zhijingling	PRC	42	19378076	April 27, 2027
14.		Beijing Zhijingling	PRC	41	19378077	April 27, 2027
15.		Beijing Zhijingling	PRC	35	19378079	April 27, 2027
16.		Beijing Zhijingling	PRC	44	19378075	April 27, 2027

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No.	Trademark	Owner	Place of Registration	Class	Registration Number	Expiry Date
17.		Beijing Zhijingling	PRC	44	19378068	April 27, 2027
18.		Beijing Zhijingling	PRC	10	19378072	April 27, 2027
19.		Beijing Zhijingling	PRC	38	19378069	April 27, 2027
20.		Beijing Zhijingling	PRC	5	19378073	April 27, 2027
21.		Beijing Zhijingling	PRC	16	19378071	April 27, 2027
22.		Beijing Zhijingling	PRC	45	19378067	April 27, 2027
23.		Beijing Zhijingling	PRC	35	19378070	April 27, 2027
24.		Beijing Zhijingling	PRC	42	13754030	April 13, 2025
25.		Beijing Zhijingling	PRC	9	13753870	March 6, 2025
26.		Beijing Zhijingling	PRC	41	13753947	June 13, 2032
27.		BrainAurora Zhejiang	PRC	44	61293076	June 13, 2032

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No.	Trademark	Owner	Place of Registration	Class	Registration Number	Expiry Date
28.		BrainAurora Zhejiang	PRC	9, 10, 35, 41, 42, 44	56556043	December 13, 2031
29.		BrainAurora Zhejiang	PRC	10	61293098	June 20, 2032
30.		BrainAurora Zhejiang	PRC	42	61308956	June 20, 2032
31.		Beijing Zhijingling	PRC	35	57594363	January 20, 2032
32.		BrainAurora Zhejiang	PRC	41	68768543	September 6, 2033
33.		BrainAurora Zhejiang	PRC	41	68772796	September 13, 2033
34.	(A)  (B) 	BrainAurora Zhejiang	Hong Kong	5, 9, 10, 35, 42	306285312	July 2, 2033
35.	(A)  (B) 	BrainAurora Zhejiang	Hong Kong	5, 9, 10, 35, 42	306285321	July 2, 2033
36.	(A) BRAINAU (B) BRAINAU	BrainAurora Zhejiang	Hong Kong	5, 9, 10, 35, 42	306285330	July 2, 2033
37.		BrainAurora Zhejiang	PRC	41	68768543	September 6, 2033
38.		BrainAurora Zhejiang	PRC	9	68771690	January 13, 2034

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FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVES AND SUBSTANTIAL SHAREHOLDERS

1. Interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

The following table sets out the interests and short positions of our Directors and chief executive of our Company as at the Latest Practicable Date and immediately following completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]) in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are 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 in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once our Shares are [REDACTED]:

Interest in our Company

Name	Position	Nature of Interest	Number of underlying Shares Held as of the date of this Document ⁽⁵⁾	Approximately percentage of shareholding as of the date of this Document	Number of underlying Shares Held upon Completion of the [REDACTED] and the [REDACTED] ⁽⁵⁾	Approximately percentage of shareholding upon Completion of the [REDACTED] and the [REDACTED] (%)
Mr. Tan ⁽¹⁾	Executive Director, chairman of the Board, and chief strategy officer of the Company	Interest in controlled corporation	275,468(L)	25.38	[REDACTED]	[REDACTED]
		Interest held through voting powers entrusted by other persons	139,431(L)	12.85	[REDACTED]	[REDACTED]
		Beneficial owner	27,129(L)	2.50	[REDACTED]	[REDACTED]
Dr. Wang ⁽²⁾	Executive Director, CEO and chief research officer of the Company	Interest in controlled corporation	183,955(L)	16.95	[REDACTED]	[REDACTED]
		Beneficial owner	26,946(L)	2.48	[REDACTED]	[REDACTED]
Mr. Deng Feng ⁽³⁾	Non-executive Director	Interest in controlled corporation	126,854(L)	11.69	[REDACTED]	[REDACTED]
Ms. Li Mingqiu ⁽⁴⁾	Non-executive Director	Interest in controlled corporation	123,527(L)	11.38	[REDACTED]	[REDACTED]

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Notes:

- As at the date of this Document, Mr. Tan is interested in (i) 275,468 Shares held by ZTan Limited, his controlled corporation, and (ii) a total of 139,431 Shares held by Healthblooming Limited and Integriness Limited through voting powers entrusted by other persons. See section headed “Substantial Shareholders” for details.

As of the date of this Document, Mr. Tan was granted 27,129 Awarded Shares (to be adjusted to [REDACTED] Shares pursuant to [REDACTED]) under the [REDACTED] Share Award Scheme. See “— [REDACTED] Share Award Scheme” below for details.
- As at the date of this Document, Dr. Wang is interested in a total of 183,955 Shares (to be adjusted to [REDACTED] Shares pursuant to the [REDACTED]) held by Wispirits Limited, Wiseforward Limited and Neurobright Limited, his controlled corporations. See section headed “Substantial Shareholders” for details.

As of the date of this Document, Dr. Wang was granted Awards to acquire 26,946 Shares (to be adjusted to [REDACTED] Shares pursuant to [REDACTED]) under the [REDACTED] Share Award Scheme. See “— [REDACTED] Share Award Scheme” below for details.
- As at the Latest Practicable Date, Mr. Deng Feng is interested in 126,854 Shares (to be adjusted to [REDACTED] Shares pursuant to the [REDACTED]) held by Northern Light Strategic Fund IV L.P., Northern Light Venture Fund IV L.P. and Northern Light Partners Fund IV L.P. See section headed “Substantial Shareholders” for details.
- As at the Latest Practicable Date, Ms. Li Mingqiu is interested in 123,527 Shares (to be adjusted to [REDACTED] Shares pursuant to the [REDACTED]) held by Crusky Limited. See section headed “Substantial Shareholders” for details.
- The letter “L” denotes the person’s long position in the Shares.

Interest in associated corporations

Name	Nature of Interest	Associated corporations	Amount of registered capital/shares held	Approximate percentage of interest in the associated corporation (%)
Mr. Tan	Beneficial owner	Beijing Yihui Technology Co. Ltd. (北京益慧科技有限公司) (“Beijing Yihui”)	RMB385,936 registered capital	0.76
Dr. Wang	Beneficial owner	Beijing Yihui	RMB142,712 registered capital	0.28
	Interest in controlled corporation	Beijing Yihui	RMB98,021 registered capital ⁽¹⁾	0.19
Ms. Li Mingqiu	Interest in controlled corporation	Beijing Yihui	RMB161,653 registered capital ⁽²⁾	0.32

Notes:

- Shuhui LP and Zhipan LP are limited partnerships whose general partner is Liuhui Biotech, which is wholly owned by Dr. Wang. Therefore, Dr. Wang is deemed to be interested in RMB39,782 and RMB58,239 registered capital of Beijing Yihui held by Shuhui LP and Zhipan LP respectively.
- Tianjin Tianjian Medical Technology Co. Ltd. (天津天健醫療科技有限公司) (“Tianjin Tianjian”) is wholly owned by Ms. Li Mingqiu. Therefore, Ms. Li Mingqiu is deemed to be interested in RMB161,653 registered capital of Beijing Yihui held by Tianjin Tianjian.

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2. Interests of the substantial shareholders in the Shares of our Company and our associated corporations

Interest in our Company

Save as disclosed in the section headed “Substantial Shareholders,” immediately following the completion of the [REDACTED] and the [REDACTED] and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Interest in Members of our Group

The following table sets out the interests and short positions of the persons who will, immediately following completion of the [REDACTED], 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.

Name	Nature of Interest	Name of member of our Group	Amount of registered capital held (RMB)	Approximate percentage of interest in the member of our Group (%)
Shenyang Youyang Future Technology Co., Ltd. (瀋陽優陽未來科技有限公司) ⁽¹⁾	Beneficial owner	Brain Aurora Medical Technology (Liaoning) Co., Ltd. (腦動極光醫療科技(遼寧)有限公司) (“BrainAurora Liaoning”) ⁽¹⁾	150,000	15
Wang Ningning (王寧寧) ⁽¹⁾	Interest in controlled corporation	BrainAurora Liaoning ⁽¹⁾	150,000	15
Zhang Zhiwei (張志偉) ⁽²⁾	Beneficial owner	Brain Aurora Medical Technology (Shaanxi) Co., Ltd. (腦動極光醫療科技(陝西)有限公司) ⁽²⁾	200,000	20

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Name	Nature of Interest	Name of member of our Group	Amount of registered capital held (RMB)	Approximate percentage of interest in the member of our Group (%)
Beijing Ruian Enzhuo Biotechnology Co., Ltd. (北京瑞安恩卓生物科技有限公司) ⁽³⁾	Beneficial owner	Beijing Wanxiang Aurora Technology Co., Ltd.(北京萬相極光科技有限公司) (“Wanxiang Aurora”) ⁽³⁾	300,000	30
Beijing Fanhai Wanxiang Technology Co., Ltd. (北京泛海萬象科技有限公司) ⁽³⁾	Interest in controlled corporation	Wanxiang Aurora ⁽³⁾	300,000	30
Li Deming (李德名) ⁽³⁾	Interest in controlled corporation	Wanxiang Aurora ⁽³⁾	300,000	30
Chengdu Kerui Dite Enterprise Management Co., Ltd. (成都克瑞帝特企業管理有限公司) ⁽⁴⁾	Beneficial owner	Sichuan Huiyu Aurora Medical Technology Co., Ltd. (四川慧譽極光醫療科技有限公司) (“Sichuan Huiyu”) ⁽⁴⁾	200,000	20
Cao Jiaxuan (曹家宣) ⁽⁴⁾	Interest in controlled corporation	Sichuan Huiyu ⁽⁴⁾	200,000	20
Wang Xiumin (王秀敏) ⁽⁴⁾	Interest in controlled corporation	Sichuan Huiyu ⁽⁴⁾	200,000	20
Beijing Anyi Huidong Medical Technology Co., Ltd. (北京安醫匯動醫學科技有限公司) ⁽⁵⁾	Beneficial owner	Hongze Technology ⁽⁵⁾	428,600	30
Shoudu Huizhi Medical Technology Outcome Transformation Academy (首都匯智醫療科技成果轉化研究院) ⁽⁵⁾	Interest in controlled corporation	Hongze Technology ⁽⁵⁾	428,600	30

Notes:

- As of the date of this Document, BrainAurora Liaoning is owned as to (i) 85% by Beijing Zhijingling, an indirectly wholly-owned subsidiary of the Company, and (ii) 15% by Shenyang Youyang Future Technology Co., Ltd. (瀋陽優陽未來科技有限公司), which is controlled by Wang Ningning (王寧寧). To the best knowledge of our Directors, each of Shenyang Youyang Future Technology Co., Ltd. and Wang Ningning is an Independent Third Party and not a connected person at the subsidiary level, taking into account that BrainAurora Liaoning is an insignificant subsidiary for the purpose of Rule 14A.09 of the Listing Rules.

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2. As of the date of this Document, BrainAurora Shaanxi is owned as to (i) 80% by Beijing Zhijingling, an indirectly wholly-owned subsidiary of the Company, and (ii) 20% by Zhang Zhiwei (張志偉). To the best knowledge of our Directors, Zhang Zhiwei is an Independent Third Party, and not a connected person at the subsidiary level, taking into account that BrainAurora Shaanxi is an insignificant subsidiary for the purpose of Rule 14A.09 of the Listing Rules.
3. As of the date of this Document, Wanxiang Aurora is owned as to (i) 70% by Beijing Zhijingling, an indirectly wholly-owned subsidiary of the Company, and (ii) 30% by Beijing Ruian Enzhuo Biotechnology Co., Ltd. (北京瑞安恩卓生物科技有限公司), which is wholly owned by Beijing Fanhai Wanxiang Technology Co., Ltd. (北京泛海萬象科技有限公司), and thus in turn controlled by Li Deming (李德名). To the best knowledge of our Directors, each of Beijing Ruian Enzhuo Biotechnology Co., Ltd. and Li Deming is an Independent Third Party, and not a connected person at the subsidiary level, taking into account that Wanxiang Aurora is an insignificant subsidiary for the purpose of Rule 14A.09 of the Listing Rules.
4. Sichuan Huiyu is a limited liability company established in the PRC on May 22, 2023. As of the date of this Document, it is owned as to (i) 80% by Beijing Zhijingling, an indirectly wholly-owned subsidiary of the Company, and (ii) 20% by Chengdu Kerui Dite Enterprise Management Co., Ltd. (成都克瑞帝特企業管理有限公司), a company owned as to 50% and 50% by Cao Jiaxuan (曹家宣) and Wang Xiumin (王秀敏) respectively. To the best knowledge of our Directors, each of Chengdu Kerui Dite Enterprise Management Co., Ltd., Cao Jiaxuan and Wang Xiumin is an Independent Third Party, taking into consideration that Sichuan Huiyu is an insignificant subsidiary for purpose of Rule 14A.09 of the Listing Rules.
5. As of the date of this Document, Hongze Technology is owned as to approximately (i) 70% by Beijing Zhijingling, an indirectly wholly-owned subsidiary of the Company, and (ii) 30% by Beijing Anyi Huidong Medical Technology Co., Ltd. (北京安醫匯動醫學科技有限公司), which is wholly owned by Shoudu Huizhi Medical Technology Outcome Transformation Academy (首都匯智醫療科技成果轉化研究院), a social institute under the authority of Beijing Municipal Health Commission, a PRC government body. To the best knowledge of our Directors, Shoudu Huizhi Medical Technology Outcome Transformation Academy and its ultimate beneficial owner is an Independent Third Party, and not a connected person at the subsidiary level, taking into account that Hongze Technology is an insignificant subsidiary for the purpose of Rule 14A.09 of the Listing Rules.

3. Directors’ Service Contracts and Letters of Appointment

Each of Mr. Tan and Dr. Wang, being our executive Directors, [has entered] into a service contract with us for an initial term of three years commencing from the [REDACTED], which may be terminated by [not less than 30 days’ notice] in writing served by either the executive Director or our Company.

Each of Mr. Deng Feng, Mr. Li Sirui and Ms. Li Mingqiu, been our non-executive Directors, [has entered] into a service contract with us for an initial term of three years commencing from the [REDACTED], which may be terminated by [not less than 30 days’ notice] in writing served by either the executive Director or our Company.

Each of Mr. Lam Yiu Por, Dr. Duan Tao and Mr. Li Yuezhong, being our independent non-executive Directors, [has entered] into a letter of appointment with us for an initial term of three years commencing from the [REDACTED], which may be terminated by [not less than 30 days’ notice] in writing served by either the independent non-executive Director or our Company.

Save as disclosed above, none of our Directors has entered, or has proposed to enter, a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

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4. Director’s Remuneration

Save as disclosed in “Directors and Senior Management” and “Appendix I – Accountants’ Report – Notes to The Historical Financial Information – 12. Directors’, and Chief Executive’s Emoluments” for the three financial years ended December 31, 2023, and the six months ended June 30, 2024, none of our Directors received other remunerations or benefits in kind from us.

5. Disclaimers

Save as disclosed in this Document:

- (a) 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;
- (b) none of the Directors or the experts named in the section headed “– Other Information – Qualifications and 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;
- (c) 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;
- (d) 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;
- (e) taking no account of any Shares which may be allotted and issued pursuant to the exercise of 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] and 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

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- (f) 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.

[REDACTED] SHARE AWARD SCHEME

As of the date of this Document, awards granted under the [REDACTED] Share Award Scheme (the “Award(s)”) representing 85,166 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]) under the [REDACTED] Share Award Scheme have been granted. Accordingly, 85,166 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]) were allotted and issued to the Wisdomspirit Holding Limited to hold on behalf of the specified participants. All Awarded Shares available for grant have been granted to specific individuals under the [REDACTED] Share Award Scheme, and no further grant will be made under the [REDACTED] Share Award Scheme after the [REDACTED]. Pursuant to Rule 17.02(1)(b) of the Listing Rules, the [REDACTED] Share Award Scheme does not need to be approved by the Shareholders after [REDACTED]. In addition, given the [REDACTED] Share Award Scheme will not involve the grant of new Shares or Awards over new Shares after [REDACTED] and given all material terms of the [REDACTED] Share Award Scheme have been clearly set out in this Document, the Awards granted to specified participants before [REDACTED] as set out above may continue to be valid after [REDACTED] (subject to the Stock Exchange granting approval for [REDACTED] of the Shares in respect of such Awards).

The following is a summary of the principle terms of the [REDACTED] Share Award Scheme, which was adopted by the Company and took effect on July 30, 2023 (the “Adoption Date”).

(a) Purpose

The specific objectives of the [REDACTED] Share Award Scheme aims to (i) recognise and reward the contributions of certain eligible employees of the Group; and (ii) incentivize them for their future contribution to the continual operation and development of the Company.

(b) Eligibility

Any individual(s) being an employee (including without limitation any executive director) (other than any employee(s) who is resident in a place where the grant of the Awards and/or the vesting and transfer of the Awards pursuant to the terms of the [REDACTED] Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such employee (the “Excluded Employee”) of any member of the Group at any time during the trust period.

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(c) Duration

Subject to any early termination as may be determined by the Board, the [REDACTED] Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

(d) Maximum number of Shares

Under the [REDACTED] Share Award Scheme, the maximum number of Awards that may be granted under the [REDACTED] Share Award Scheme in aggregate (excluding the Awards that have lapsed or been cancelled in accordance with the rules of the [REDACTED] Share Award Scheme) shall be 85,166 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]), held or to be held by Wisdomspirit Holding Limited (the "**HoldCo**") for the purpose of the [REDACTED] Share Award Scheme representing [REDACTED]% of the total share capital of the Company upon the completion of the [REDACTED] and the [REDACTED], assuming the [REDACTED] is not exercised.

(e) Administration

The [REDACTED] Share Award Scheme shall be subject to the administration of the Board in accordance with the rules of the [REDACTED] Share Award Scheme. The Board will make all determination in relation to the [REDACTED] Share Award Scheme. The Board may delegate the authority to administer this [REDACTED] Share Award Scheme to any committee thereof or any third party duly appointed thereby, including without limitation third party service providers and professional trustees (collectively, the "**Authorized Administrators**"). Any decision of the Board with respect to any matter arising under the [REDACTED] Share Award Scheme (including the interpretation of any provision) shall be final and binding on all parties.

(f) Price

Subject to the provisions of the [REDACTED] Share Award Scheme, the Board may, from time to time, at its absolute discretion select any employee (other than any Excluded Employee) for participation in the [REDACTED] Share Award Scheme as a selected employee (the "**Selected Employee**"), and grant such number of Awards to any Selected Employee at a consideration as the Board may determine from time to time and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

(g) Vesting

Unless the Board determines otherwise, the Awards shall be vested according to the following schedule (the "**Vesting Schedule**"):

- (i) 30% of such Awards shall be vested on the date of the first anniversary of the [REDACTED];

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- (ii) 30% of such Awards shall be vested on the date of the second anniversary of the [REDACTED]; and
- (iii) 40% of such Awards shall be vested on the third date anniversary of the [REDACTED].

Upon the vesting of the Awards, (i) the Board may decide at its absolute discretion to send the Selected Employees (with a copy to the Trident Trust Company (HK) Limited (the "Trustee")), within a reasonable time, a vesting notice (the "Vesting Notice") together with such prescribed transfer documents which require the Selected Employee to execute to effect the vesting and transfer of the Awards and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those the Shares underlying the Awards, as the case may be, subject to the Selected Employees paying all tax, stamp duty, levies and charges applicable to such transfer to the Trustee or as the Trustee directs and complying with all the applicable laws and regulations. The Selected Employees shall be responsible for conducting all necessary filings, registration or other administrative proceedings as required by applicable laws, rules or regulations, including but not limited to foreign exchange registration, for their obtaining of the Awards; (ii) upon receipt of the Vesting Notice, the Selected Employee (or his legal representative or lawful successor, as the case may be) is required to return to the Board the reply slip attached to the Vesting Notice to confirm the securities account details, together with the relevant duly signed transfer documents. In the event that the Board does not receive the reply slip and the transfer form from the Selected Employee within the period stipulated in the Vesting Notice, the Awards which would have otherwise vested in such Selected Employee shall be automatically forfeited and remain as part of the trust fund and be held by the Trustee or HoldCo. The Trustee may, under the Board's instructions re-allocate or procure the HoldCo to re-allocate such Shares underlying the Awards granted to other Selected Employees, or in case no other Selected Employees can be identified, reallocate such Shares underlying the Awards granted to any other person designated by the Company; and (iii) subject to the receipt by the Trustee of (a) the reply slip to the Vesting Notice and transfer documents prescribed by the Trustee and duly signed by the Selected Employee within the period stipulated in the Vesting Notice, (b) a confirmation from the Board that all vesting conditions having been fulfilled, and (c) certified copies of the identification documents of the Selected Employee and/or the special purpose vehicle wholly owned by the Employee(s) established for the purpose of holding the Awards (the "SPV") at least ten (10) business days prior to the Vesting Date, the Trustee shall or procure the HoldCo to transfer the relevant Awards to the relevant Selected Employee or the SPV as designated by the Selected Employee as soon as practicable on or after the Vesting Date and in any event not later than ten (10) business days after the Vesting Date.

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The Board may at its discretion, with or without further conditions, grant additional Shares out of the trust fund (including but not limited to the cash or non-cash income, dividends or distributions and/or the cash income or net proceeds of sale of non-cash and non-scrip distribution) declared by the Company or derived from such Shares underlying the Awards granted during the period from the grant date to the Vesting Date to a Selected Employee upon the vesting of any Awards. In such case the Board shall deliver a grant notice to the Selected Employee and the Trustee specifying the number of additional Shares and cash amount to be granted to the Selected Employee. The Trustee shall or shall procure the HoldCo to transfer the specified number of additional Shares, together with the Shares underlying the Awards granted, to the Selected Employee or the SPV as designated by the Selected Employee on the Vesting Date.

The Board and/or the Authorised Administrator have absolute discretion in determining whether the vesting conditions applicable to a Selected Employee are satisfied. The vesting conditions include but not limited to: (i) the Selected Employee shall remain an employee of the Group on the relevant vesting dates; (ii) there shall be no occurrence of any triggering events for the surrender of the Awards; and (iii) the Selected Employee and his associate(s) shall not be employed by or operate or invest in any entity, during the period from the grant date to the relevant Vesting Dates, the business of which competes with the core business of the Group.

(h) Disqualification of Selected Employee

In the event that prior to or on the Vesting Date, a Selected Employee is found to be an Excluded Employee or is deemed to cease to be an Employee, the relevant grant made to such Selected Employee shall automatically lapse forthwith and the relevant Awards shall not vest on the relevant Vesting Date but shall remain part of the trust fund and be held by the Trustee or the HoldCo.

Unless the Board determines otherwise, the unvested Awards will be deemed to have been surrendered by a Selected Employee upon the occurrence of any of the following events: (i) termination of employment with or without any cause; (ii) unsatisfactory performance leading to demotion; (iii) failure to meet performance appraisal rating for the previous year according to the performance appraisal rating policy of the Company (as amended from time to time); (iv) no renewal of the employment contract upon the expiration; or (v) any other event to be determined by the Board.

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(i) Voting Rights

A Selected Employee shall not have the voting rights or any interest or rights (including the right to receive dividends or other distributions) in respect of the Awards prior to the Vesting Date. The Trustee shall not exercise the voting rights in respect of any Shares held by it under the Trust.

(j) Awards Granted

As of the date of this Document, our Company had granted Awards under the [REDACTED] Share Award Scheme to 46 grantees (including Directors, members of the senior management, and other grantees of our Group), to subscribe for an aggregate of 85,166 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]), representing approximately [REDACTED]% in the total number of Shares in issue immediately after completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised). Among the Awards granted, two of our Directors, who are also members of our senior management (Mr. Tan and Dr. Wang) were granted Awards to subscribe for 54,075 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]), three other members of senior management (Mr. Cai Longjun, Mr. Wang Junjie and Mr. Lai Zhiyuan, who are not connected persons of the Company) were granted Awards to subscribe for 15,163 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]), and 41 other employees of our Group who are not Directors, members of senior management or connected persons of the Company were granted Awards to subscribe for 15,928 Shares (to be adjusted to [REDACTED] pursuant to the [REDACTED]). As of the date of this Document, no Awards have been vested.

There will be no further dilution effect to the shareholding of our Shareholders upon full vesting of all Awards upon completion of the [REDACTED] and the [REDACTED], because all Shares underlying the Awards granted have been issued to Wisdomspirit Holding Limited to hold on behalf and for the benefit of the specified grantees thereunder. See “History, Reorganization and Corporate Structure — [REDACTED] Share Award Scheme” for details.

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Below is a full list of the grantees of the Awards under the [REDACTED] Share Award Scheme:

Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Directors							
Tan Zheng (譚錚)	1801, Unit 2, 18th Floor, Building 6, No. 3, Wangjing East Garden, Chaoyang District, Beijing, China	Chairman of the Board, executive Director, and chief strategy officer	July 31, 2023	Note 2	27,129	[REDACTED]	[REDACTED]
Wang Xiaoyi (王曉怡)	304, 3/F, Building 7, Sunny View, No. 23 Huangsi Street, Xicheng District, Beijing, China	Executive Director, CEO and chief research officer	July 31, 2023	Note 2	26,946	[REDACTED]	[REDACTED]
<i>Subtotal of Directors</i>	-	-	-	-	54,075	[REDACTED]	[REDACTED]
Members of Senior Management (excluding Mr. Tan and Dr. Wang)							
Cai Longjun (蔡龍軍)	402, Gate 1, No. 12 Building, Zhongli, Baiwanzhuang, Xicheng District, Beijing, China	Chief technology officer and chief operating officer	July 31, 2023	Note 2	12,631	[REDACTED]	[REDACTED]
Wang Junjie (王俊傑)	1-3-804, No. 1 Courtyard, Tianying Road, Chaoyang District, Beijing, China	CFO	July 31, 2023	Note 2	1,266	[REDACTED]	[REDACTED]
Lai Zhiyuan (賴知遠)	2004, Building 1, Huishi Xinyuan, Guangcai Road, Fengtai District, Beijing, China	Vice president of market and operation	July 31, 2023	Note 2	1,266	[REDACTED]	[REDACTED]
<i>Subtotal of Members of Senior Management (excluding Mr. Tan and Dr. Wang)</i>	-	-	-	-	15,163	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
41 Other Employees							
Li Tianyou (李天佑)	Room 704, Unit 2, Block 8, Duying Neighborhood, Sunshine Jubao Villa, No. 88 Xuanwu Avenue (Xuanwu Lake Street), Xuanwu District, Nanjing, Jiangsu Province, China	Head of Operations (Divinity/ Cardiology)	July 31, 2023	Note 2	1,266	[REDACTED]	[REDACTED]
Yang Xuewen (楊學文)	Room 1802, Unit 1, Building 1, Jinwei Jiayuan, No. 158 Wuling Road, Qingyuan Street, Tianxin District, Changsha City, Hunan Province, China	Head of Changsha Zhijingling	July 31, 2023	Note 2	1,085	[REDACTED]	[REDACTED]
Ma Xiaohui (馬小卉)	502, Unit 2, Building 14, Jinhuiyuan Sanli, Daxing District, Beijing, China	Head of Children’s Programs	July 31, 2023	Note 2	940	[REDACTED]	[REDACTED]
Liu Chenyang (劉晨陽)	1601, 16/F, Building 5, Runfeng Xinshang, Tiantongyuan South Street, Changping District, Beijing, China	Head of Elderly Products	July 31, 2023	Note 2	723	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Zhang Kun (張坤)	2402, Unit 2, Building 6, Luxin Home, Dongxiaokou Town, Changping District, Beijing, China	Chief Safety Officer	July 31, 2023	Note 2	723	[REDACTED]	[REDACTED]
Shen Yi (沈 一)	1106, Building 419, Wangjing Xiyuan 4, Wangjing Street, Chaoyang District, Beijing, China	Algorithm Director	July 31, 2023	Note 2	652	[REDACTED]	[REDACTED]
Guan Song (管嵩)	Room 202, 2/F, Unit 1, Building 1, Guanjingyuan, Dongsheng District, Haidian District, Beijing, China	Product Designer	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Liu Yanling (劉艷玲)	1108, Building 3, Urban Wangjing Community, Zhongguancun Street, Haidian District, Beijing, China	Head of Administration	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Qing Li (秦 麗)	501, 5/F, Unit 7, Building 8, Baosheng Beili, Haidian District, Beijing, China	Head of Children’s Cognitive	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Bian Zhiming (邊誌明)	Block E 105, Urban Youth Community, Qinghe Street, Haidian District, Beijing, China	Head of Geriatric Research	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Zhang Maowen (張茂聞)	701, Unit 2, Building 4, Meilifang, Chaoyang District, Beijing, China	Senior Finance Manager	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Ma Zhujiang (馬珠江)	No. 9, Unit 1, Building 19, Yongle East District, Babaoshan Street, Shijingshan District, Beijing, China	Head of Research	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Tong Shuang (佟雙)	Room 302, Unit 1, Building 1, No. 9 Courtyard, South Tiancun Mountain Road, Tiancun Street, Haidian District, Beijing, China	Technical Director	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Ye Yongcong (葉泳聰)	1404, Unit 2, Building 1, No. 6 Courtyard, Sanhuan Xincheng, Xincun Street, Fengtai District, Beijing, China	Head of Center Stage	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Du Xin (杜鑫)	1305, Building 2, Xibahe Beili, Chaoyang District, Beijing, China	Art Director	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Qi Yujuan (戚聿娟)	2002, Building 20, Yuhui Xili, Datun Street, Chaoyang District, Beijing, China	Project Manager	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Huang Jianxing (黃建興)	Unit 402, Unit 5, Building No. 7, Chaoyang New City 3, Dongba, Chaoyang District, Beijing, China	Planning Director	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Dong Ming (董明)	Room 503, Building 210, Jijingqinyuan Community, No. 214, Nanhu Xiyuan Jia, Wangjing Street, Chaoyang District, Beijing, China	Data Director	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Zhou Bing (周冰)	Room 303, No. 55 Building, Tiantongdongyuan 1, Tiantongyuan South Street, Changping District, Beijing, China	Front-end Manager	July 31, 2023	Note 2	543	[REDACTED]	[REDACTED]
Wang Yunxia (王雲霞)	Room 1403, 14th Floor, Building 33, Tianzeyuan, Chunhua Street, Jiangning District, Nanjing, Jiangsu Province, China	Data Analyst	July 31, 2023	Note 2	362	[REDACTED]	[REDACTED]
Pan Xingliang (潘興亮)	No. 231 House, Hebei Xinying, Xiaojiahe, Malianwa Street, Haidian District, Beijing, China	Cognitive Center Construction Leader	July 31, 2023	Note 2	362	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Dong Xiao (董曉)	301, Unit 1, Building 15, Fuxi Home, Haidian District, Beijing, China	Operations Manager	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Luo Chuan (羅川)	1302, Unit 5, Building 16, No. 85, West Jiancaicheng Road, Haidian District, Beijing, China	Android Team Leader	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Li Guohua (李國華)	602, Unit 2, Building 26, Baigezhuang Xincun East Area, Beiqijia Town, Changping District, Beijing, China	Test Manager	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Zhang Feng (張楓)	Room 3-302, Building 207, Xiangliuyuan Community, Gaomidian Street, Daxing District, Beijing, China	Medical Device Registration Director	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Sun Yuewen (孫悅文)	1404, Unit 1, Building 6, Xinlongcheng Community, Huilongguan Street, Changping District, Beijing, China	Medical Program Managers	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Li Yaoyu (李耀宇)	501, Unit 4, Building 24, No. 3, Caoqiao Xinyuan, Huaxiang Street, Fengtai District, Beijing, China	Head of Internal Audit	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Gao Wei (高 偉)	Room 441, 4/F, Unit 4, Building 27, JiaYunYuan 3rd District, Tiantongyuan South Street, Changping District, Beijing, China	Backend Team Leader	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Liu Chuan (劉川)	No.24, Taoyuan, Taoyuan Village, Zhaohe Town, Fangcheng County, Henan Province, China	Senior Algorithm Engineer	July 31, 2023	Note 2	181	[REDACTED]	[REDACTED]
Li Hai (李海)	Room 806, Unit 1, Building B, South 2nd District, Hongfuyuan, Zhenggezhuang Village, Beiqijia Town, Changping District, Beijing, China	Development Engineer	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]

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Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Li Qingsong (李青松)	702, Unit 2, Building 19, Qingxiu Shangcheng, No.25 Jingxing Street, Nanshao Town, Changping District, Beijing, China	Development Manager	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Wei Mingyue (魏明月)	Room 301, Unit 4, North Building, Jiaoshi Building, Nanshao Town, Changping District, Beijing, China	Test Team Leader	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Cheng Zhenzhen (程慎慎)	Room 1701, 17/F, Unit 3, Building 3, Tangjialing New City East, Xibeiwang Town, Haidian District, Beijing, China	Human Resource Manager	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Zhang Baoyue (張寶月)	509, 5/F, Building 7, No. 2 Courtyard, Haiyue Wutongyuan, Xisanqi Street, Haidian District, Beijing, China	Language Project Leader	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Li Penghuai (李朋懷)	Room 301, Unit 6, Building 11, No. 1, Longboyuan, Changping District, Beijing, China	Data Development Engineer	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Zheng Miao (鄭淼)	1303, Building 4, Jianxiangyuan Community, College Road Street, Haidian District, Beijing, China	Dyslexia Hosting R&D	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Chang Sijia (常思佳)	A-5-Affiliation 101, Wanhe Dadi Phase I, Pingdong Street, Xingyi City, Guizhou Province, Guizhou Southbuyi and Miao Autonomous Prefecture, China	Mental Program Leader	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Tong Chuantao (仝傳濤)	Room 501, Unit 3, Building 18, Longhuayuan Community, Longzeyuan Street, Huilongguan Town, Changping District, Beijing, China	Project Manager	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Fan Guoping (樊國平)	803, Unit 2, Building 4, Youyi Jiayuan, Youyi Road, Haidian District, Beijing, China	Development Team Leader II	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Name	Address	Position	Date of Grant	Vesting Period	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately before the completion of the [REDACTED] and the [REDACTED]	Number of outstanding Shares underlying the Awards granted as of the date of this Document and immediately after the completion of the [REDACTED] and the [REDACTED] ⁽¹⁾	Approximately percentage in the issued Shares immediately after completion of the [REDACTED] and the [REDACTED] ⁽¹⁾
Li Ruixuan (李瑞璇)	502, Unit 2, 5th Floor, Building 13, Longzeyuan West District, Huilongzeyuan Street, Changping District, Beijing, China	Medical Program Manager	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
Dai Tian (戴甜)	Gaotang Village Group, Shatang Village, Ringshui Township, Yuhu District, Xiangtan City, Hunan Province, China	Head of Administration	July 31, 2023	Note 2	109	[REDACTED]	[REDACTED]
<i>Subtotal of 41 other employees</i>					15,928	[REDACTED]	[REDACTED]
Total					85,166	[REDACTED]	[REDACTED]

Notes:

- * The considerations paid for grant of the each Awarded Share and upon delivery of each Share upon vesting of each of the Awarded Share are nil and nil, respectively.
- (1) Assuming (i) the [REDACTED] and the [REDACTED] becomes unconditional and the [REDACTED] are issued pursuant to the [REDACTED], and (ii) the [REDACTED] is not exercised.
- (2) The Awarded Shares granted shall vest in the following manner:
 - (i) 30% of such Awarded Shares shall be vested on the date of the first anniversary of the [REDACTED];
 - (ii) 30% of such Awarded Shares shall be vested on the date of the second anniversary of the [REDACTED]; and
 - (iii) 40% of such Awarded Shares shall be vested on the date of the third anniversary of the [REDACTED].

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OTHER INFORMATION

Estate Duty

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

Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and, so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

CICC Healthcare Investment Fund, L.P., an affiliate of China International Capital Corporation Hong Kong Securities Limited, held approximately [REDACTED]% of the Company’s equity interest as of the Latest Practicable Date and will be interested in approximately [REDACTED]% of the Company’s equity interest immediately upon completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised). CICC Healthcare Investment Fund, L.P. is affiliated with China International Capital Corporation Hong Kong Securities Limited given that (i) China International Capital Corporation Hong Kong Securities Limited is indirectly wholly owned by China International Capital Corporation Limited; and (ii) the general manager of CICC Healthcare Investment Fund, L.P., being CICC Healthcare Investment Management Limited, is wholly owned by CICC Capital (Cayman) Limited, an indirect subsidiary of China International Capital Corporation Limited. For more details of CICC Healthcare Investment Fund, L.P., see “History, Reorganization and Corporate Structure – Information about our [REDACTED] Investors – CICC Healthcare”. In addition, the [REDACTED] Investment made by CICC Healthcare is not related to or a pre-requisite for the engagement of China International Capital Corporation Hong Kong Securities Limited as one of the Joint Sponsors for the proposed [REDACTED] of the Company, and the Joint Sponsors, to their best knowledge and belief, consider that the [REDACTED] Investment made by the CICC Healthcare has no actual or perceived influence on the independence of China International Capital Corporation Hong Kong Securities Limited as a sponsor for the proposed [REDACTED] of the Company. Therefore, China International Capital Corporation Hong Kong Securities Limited confirms that it satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

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The Joint Sponsors have made an application on our Company's behalf to the Listing Committee of the Stock Exchange for the granting of the approval for the [REDACTED] of, and permission to [REDACTED], all the Shares in issue and to be issued as mentioned in this Document. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Joint Sponsors will receive an aggregate fee of US\$1,000,000 for acting as the sponsors for the [REDACTED].

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

No Material Adverse Change

Our Directors confirm that up to the date of this Document, there has been no material adverse change in our financial, operational or trading positions or prospects since June 30, 2024, being the end of the period reported on as set out in the Accountants' Report included in Appendix I to this Document.

Promoter

Our Company has no promoter for the purpose of the [REDACTED]. Within the two years preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this Document.

Taxation of holders of Shares

Hong Kong

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

Cayman Islands

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfer of Shares save for those which hold interest in land in the Cayman Islands.

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Consultation with professional advisers

Intending holders of the Shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the [REDACTED] can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

Qualifications and Consents of Experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this Document:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
SPDB International Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Commerce & Finance Law Offices	Legal advisers to our Company as to PRC law
Walkers (Hong Kong)	Legal advisers to our Company as to Cayman Islands law
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

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Each of the experts named above has given and has not withdrawn its consent to the issue of this Document with the inclusion of its report, letter, summary of valuations, valuation certificates and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

Binding Effect

This Document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this Document, the English language version shall prevail.

Miscellaneous

Save as disclosed in this Document:

- (a) within the two years preceding the date of this Document, no share or loan capital of the Company or any of its subsidiaries has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (b) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (c) no founder, management or deferred shares of the Company or any of its subsidiaries have been issued or have been agreed to be issued;
- (d) none of our Directors or experts referred to in the paragraph headed "Other Information – Qualifications and consents of experts" in this section has any direct or indirect interest in the promotion of us, or in any assets which have within the two years immediately preceding the date of this Document been 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;

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STATUTORY AND GENERAL INFORMATION

- (e) none of our Directors or experts referred to in the paragraph headed "Other Information – Qualifications and consents of experts" in this section is materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to the business of our Group taken as a whole;
- (f) none of the equity and debt securities of the Company is listed or dealt in on any stock exchange (other than the Stock Exchange) nor is any listing or permission to deal being or proposed to be sought;
- (g) the Group has no outstanding convertible debt securities or debentures;
- (h) within the two years preceding the date of this Document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group;
- (i) within the two years preceding the date of this Document, no commission has been paid or is payable (except commissions to [REDACTED]) for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any Shares in our Company;
- (j) there is no arrangement under which future dividends are waived or agreed to be waived; and
- (k) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this Document.