GLOBAL OFFERING

DIAGENS 德适生物

杭州德適生物科技股份有限公司
Hangzhou Diagens Biotechnology Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code : 02526

Sole Sponsor, Sponsor-overall Coordinator, Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

华泰国际 HUATAI INTERNATIONAL

Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

富途證券 FUTU Securities International

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain professional independent advice.

Hangzhou Diagens Biotechnology Co., Ltd.

杭州德適生物科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

Global Offering

Number of Offer Shares under the Global Offering	**:**	**7,999,200 H Shares**
Number of Hong Kong Offer Shares	**:**	**799,950 H Shares (subject to reallocation)**
Number of International Offer Shares	**:**	**7,199,250 H Shares (subject to reallocation)**
Maximum Offer Price	**:**	**HK$112.5 per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)**
Nominal value	**:**	**RMB1.00 per H Share**
Stock code	**:**	**2526**

Sole Sponsor, Sponsor-overall Coordinator, Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

华泰国际 HUATAI INTERNATIONAL

Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

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Joint Bookrunners and Joint Lead Managers

ABCI 農銀國際 · 中銀國際 BOCI · 建銀國際 CCB International · 中國銀河國際 China Galaxy International · 華福國際 Huafu International

Yellow River Securities · 元宇宙(國際)證券 · 雲鋒證券 Yunfeng Securities · 浙商國際

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

A copy of this prospectus, having attached thereto the documents specified in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or before Thursday, March 26, 2026 (Hong Kong time) and, in any event, not later than 12:00 noon on Thursday, March 26, 2026 (Hong Kong time). The Offer Price will not be more than HK$112.5 per Offer Share and is currently expected to be not less than HK$95.6 per Offer Share.

If, for any reason, the Offer Price is not agreed by 12:00 noon on Thursday, March 26, 2026 (Hong Kong time) between the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK$112.5 for each Hong Kong Offer Share together with a brokerage fee of 1%, an SFC transaction levy of 0.0027%, a Stock Exchange trading fee of 0.00565% and an AFRC transaction levy of 0.00015%.

The Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, an announcement will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.diagens.com not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Details of the arrangement will then be announced by us as soon as practicable. For further information, see "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain events occur prior to 8:00 a.m. on the Listing Date. See "Underwriting" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, pledged or transferred within the United States, except that Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.diagens.com. If you require a printed copy of this prospectus, you may download and print from the websites above.

March 20, 2026

IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

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This prospectus is available at the website of the Hong Kong Stock Exchange at **www.hkexnews.hk** under the "*HKEXnews* > *New Listings* > *New Listing Information*" section, and our website at **www.diagens.com**. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

(1) apply online through the **White Form eIPO** service at **www.eipo.com.hk**; or

(2) apply electronically through the **HKSCC EIPO** channel and cause HKSCC Nominees to apply on your behalf by instructing your **broker** or **custodian** who is an HKSCC Participant to give **electronic application instructions** via HKSCC's FINI system to apply for the Hong Kong Offer Shares on your behalf.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses above.

Please refer to "How to Apply for Hong Kong Offer Shares" for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **White Form eIPO** service or by giving **electronic application instructions** to HKSCC must be for a minimum of 50 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

If you are applying through the **White Form eIPO** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

If you are applying through the **HKSCC EIPO** channel, your broker or custodian may require you to pre-fund your application in such amount as determined by the broker or custodian, based on the applicable laws and regulations in Hong Kong. You are responsible for complying with any such pre-funding requirement imposed by your broker or custodian with respect to the Hong Kong Offer Shares you applied for.

No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application
	(HK$)		*(HK$)*		*(HK$)*		*(HK$)*
50	5,681.73	700	79,544.20	5,000	568,172.81	70,000	7,954,419.38
100	11,363.46	800	90,907.66	6,000	681,807.38	80,000	9,090,765.00
150	17,045.19	900	102,271.10	7,000	795,441.93	90,000	10,227,110.63
200	22,726.91	1,000	113,634.57	8,000	909,076.50	100,000	11,363,456.26
250	28,408.64	1,500	170,451.84	9,000	1,022,711.07	150,000	17,045,184.38
300	34,090.37	2,000	227,269.13	10,000	1,136,345.63	200,000	22,726,912.50
350	39,772.09	2,500	284,086.40	20,000	2,272,691.26	250,000	28,408,640.63
400	45,453.83	3,000	340,903.69	30,000	3,409,036.88	300,000	34,090,368.76
450	51,135.56	3,500	397,720.97	40,000	4,545,382.50	399,950[1]	45,448,143.27
500	56,817.28	4,000	454,538.26	50,000	5,681,728.13		
600	68,180.73	4,500	511,355.53	60,000	6,818,073.76		

Notes:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) and the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC; and in the case of the AFRC transaction levy, collected by the Stock Exchange on behalf of the AFRC).

*If there is any change in the following expected timetable of the Hong Kong Public Offering, we will issue an announcement in Hong Kong to be published on our Company's website at **www.diagens.com** and the website of the Hong Kong Stock Exchange at **www.hkexnews.hk**.*

Hong Kong Public Offering commences . . . . . 9:00 a.m. on Friday, March 20, 2026

Latest time to complete electronic applications under **White Form eIPO** service through the designated website **www.eipo.com.hk**[2] . . . . . 11:30 a.m. on Wednesday, March 25, 2026

Application lists open[3] . . . . . 11:45 a.m. on Wednesday, March 25, 2026

Latest time for (a) completing payment of **White Form eIPO** applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving **electronic application instructions** to HKSCC[4] . . . . . 12:00 noon on Wednesday, March 25, 2026

If you are instructing your broker or custodian who is a HKSCC Participant will submit an electronic application instruction(s) on your behalf through HKSCC's FINI system in accordance with your instruction, you are advised to contact your broker or custodian for the earliest and latest time for giving such instructions as this may vary by broker or custodian.

Application lists close[3] . . . . . 12:00 noon on Wednesday, March 25, 2026

Expected Price Determination Date . . . . . by 12:00 noon on Thursday, March 26, 2026

Announcement of the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering; and the basis of allocation of the Hong Kong Offer Shares to be published on the website of the Stock Exchange at **www.hkexnews.hk** and our website at **www.diagens.com**[5] on or before . . . . . 11:00 p.m. Friday, March 27, 2026

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website and the website of the Stock Exchange at **www.diagens.com** and **www.hkexnews.hk**, respectively[7][8] . . . . . on or before Friday, March 27, 2026

- from the designated results of allocations website at **www.iporesults.com.hk** (alternatively: **www.eipo.com.hk/eIPOAllotment**) with a "search by ID" function on a 24-hour basis from[7][8] . . . . . 11:00 p.m. on Friday, March 27, 2026 to 12:00 midnight on Thursday, April 2, 2026

- from the allocation results telephone enquiry line by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on[7][8] . . . . . Monday, March 30, 2026, Tuesday, March 31, 2026, Wednesday, April 1, 2026 and Thursday, April 2, 2026

H Share certificates in respect of wholly or partially successful applications to be dispatched or deposited into CCASS on or before[6] . . . . . Friday, March 27, 2026

White Form e-Refund payment instructions/refund checks in respect of (i) wholly or partially successful applications if the final Offer Price is less than the price payable on application (if applicable) and (ii) wholly or partially unsuccessful application under the Hong Kong Public Offering to be dispatched/collected on or before[8] . . . . . Monday, March 30, 2026

Dealings in H Shares on the Hong Kong Stock Exchange expected to commence at . . . . . .9:00 a.m. on Monday, March 30, 2026

Notes:

(1) Unless otherwise stated, all times and dates refer to Hong Kong local times and dates.

(2) You will not be permitted to submit your application under the **White Form eIPO** service through the designated website at **www.eipo.com.hk** after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

(3) If there is/are a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, March 25, 2026, the application lists will not open and will close on that day. For details, please refer to the paragraph headed "How to Apply for Hong Kong Offer Shares — E. Bad Weather Arrangements" in this Prospectus.

(4) Applicants who apply for Hong Kong Offer Shares by instructing their broker or custodian to give **electronic application instructions** to HKSCC via FINI should refer to the paragraph headed "How to Apply for Hong Kong Offer Shares — A. Application for Hong Kong Offer Shares — 2. Application Channels" in this Prospectus.

(5) None of the websites or any of the information contained on the websites forms part of this Prospectus.

(6) The H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional and the right of termination described in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised. Investors who trade H Shares on the basis of publicly available allocation details prior to the receipt of H Share certificates or prior to the H Share certificates becoming valid evidence of title do so entirely at their own risk.

(7) **White Form** e-Refund payment instructions/refund cheques will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and also in respect of wholly or partially successful applications in the event that the final Offer Price is less than the price payable per Offer Share on application. Part of the applicant's identification document number provided by the applicant(s) may be printed on the refund check, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant's identification document number before encashment of the refund check. Inaccurate completion of an applicant's identification document number may invalidate or delay encashment of the refund check.

(8) Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. If you are a corporate applicant which is eligible for personal collection, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives must produce evidence of identity acceptable to our H Share Registrar at the time of collection.

Applicants who have applied for Hong Kong Offer Shares through the **HKSCC EIPO** channel should refer to the paragraph headed "How to Apply for Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies" in this Prospectus for details.

Applicants who have applied through the **White Form eIPO** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the bank account in the form of **White Form** e-Refund payment instructions. Applicants who have applied through the **White Form eIPO** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund checks in favor of the applicant (or, in the case of joint applications, the first-named applicant) by ordinary post at their own risk.

Any uncollected H Share certificates and/or refund checks will be dispatched by ordinary post, at the applicants' risk, to the addresses specified in the relevant applications.

Further information is set out in the paragraphs headed "How to Apply for the Hong Kong Offer Shares — D. Despatch/Collection of H Share Certificates and Refund of Application Monies".

The above expected timetable is a summary only. You should refer to "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus for details of the structure of the Global Offering, including the conditions of the Global Offering, and the procedures for application for the Hong Kong Offer Shares.

If the Global Offering does not become unconditional or is terminated in accordance with its terms, the Global Offering will not proceed. In such case, the Company will make an announcement as soon as practicable thereafter.

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IMPORTANT NOTICE TO PROSPECTIVE INVESTORS

This prospectus is issued by us solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus pursuant to the Hong Kong Public Offering. This prospectus may not be used for the purpose of making, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Hong Kong Offer Shares in any jurisdiction other than Hong Kong and no action has been taken to permit the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus for purposes of a public offering and the offering and sale of the Hong Kong Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this prospectus to make your investment decision. The Hong Kong Public Offering is made solely on the basis of the information contained and the representations made in this prospectus. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not contained nor made in this prospectus must not be relied on by you as having been authorized by us, the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Underwriters, any of our or their respective directors, officers, employees, agents, or representatives of any of them or any other parties involved in the Global Offering.

CONTENTS

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decided to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in "Risk Factors" of this prospectus. You should read that section carefully before you decide to invest in the Offer Shares. In particular, we are a biotechnology company seeking to list on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules on the basis that we are unable to meet the requirements under Rule 8.05(1), (2) or (3) of the Listing Rules. Our Core Product, AI AutoVision®, is the product for the purpose of satisfying the eligibility requirements under Chapter 18A. Notably, our Core Product is in the registration stage and its planned indication expansion is in early stage of clinical development. We may continue to incur substantial costs and expenses in relation to R&D activities for the Core Product and our Core Product may not be successfully developed or marketed. There are unique challenges, risks and uncertainties associated with investing in companies such as ours. Your investment decision should be made in light of these considerations.

OVERVIEW

Established in 2016, we are a medical device company focusing on developing medical imaging products and services. We have self-developed a diversified portfolio that can effectively enhance diagnostic efficiency and service quality, which comprises: (i) six medical imaging software products, including our Core Product, AI AutoVision®, which is at the registration stage, one commercialized product, AutoVision®, as well as four pre-clinical stage product candidates; (ii) three commercialized medical devices; and (iii) four key reagents and consumables. Our Core Product, AI AutoVision®, is an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件), which we intend to sell in China and globally as a customized computer pre-installed with the software. The intended indication of AI AutoVision® is chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples. It is intended to be approved for use in the fields of birth defect prevention, pre-marital and pre-pregnancy screening and assisted reproduction. See "Business — Our Product Portfolio — Medical Imaging Software — Core Product: AI AutoVision®."

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE AI AUTOVISION®, OR ULTIMATELY DEVELOP AND COMMERCIALIZE ANY OR ALL OF OUR PRODUCT CANDIDATES SUCCESSFULLY.

Milestones, Development Plan and Next Steps

China

We have successfully completed the last subject enrollment of the registrational clinical trial of our Core Product in November 2023, followed by comparative review and analysis performed on medical images deploying traditional methods, AI AutoVision®, and the Gold Standard. We completed the review and analysis of the last subject under the Gold Standard in August 2024, and finalized the clinical trial report in November 2024. Subsequently, our AI AutoVision® has been recognized as a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA in May 2025, making it eligible for an expedited regulatory approval process, the Green Path. In the same month, we submitted a Class III medical device registration application to the NMPA. According to Frost & Sullivan, as of the Latest Practicable Date, since the adoption of the Green Path, more than ten auxiliary diagnostic software products have been admitted to the Green Path as innovative medical devices, and none of them has been rejected for approval or failed to register.

On June 17, 2025, we conducted an in-person interview with the application reviewer at the office of the Department of Medical Device Registration (醫療器械註冊管理司) of the NMPA (the "**June 2025 NMPA Communication**"), who is the competent person to address our inquiries according to our PRC Legal Adviser , where we got verbal confirmation that, as long as the application materials meet the necessary requirements, there are no substantial obstacles to our product registration. On October 31, 2025, we received a notice from the NMPA, requesting us to enhance textual description of, and supplement certain documentation to, previous submission, (the "**2025 October Notice**"), all of which are of procedural and/or administrative nature, without raising any explicit questions that indicate substantial concerns on the product registration of AI AutoVision®. On December 17, 2025, we made a further consultation through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA (the "**December 2025 NMPA Communication**"), where we got verbal confirmation that, all requests in 2025 October Notice have been satisfied and NMPA has no objection to granting registration approval of AI AutoVision® with only procedural and/or administrative nature remaining outstanding. We submitted all required supplemental materials in January 2026, and expect to obtain Class III medical device registration certificate for AI AutoVision® in the first quarter of 2026. As of the Latest Practicable Date, as stipulated in the June NMPA Communication and December NMPA Communication, the NMPA has no objections toward the registrational approval of AI AutoVision®. For more details, please also see "Business — Our Product Portfolio — Core Product: AI AutoVision® — Material Communication, Development Plan and Next Step — China."

As of the Latest Practicable Date, we were taking further research and development to expand intended use of AI AutoVision® to karyotype analysis for hematological malignancies using human bone marrow. On November 24, 2025, we made a consultation through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA and received verbal confirmation that such indication expansion of AI AutoVision® is required to conduct clinical trials.

the U.S.

As of the Latest Practicable Date, we had not had any material regulatory communication with the FDA regarding the FDA registration plan of AI AutoVision®. We have established the registration plan and timeline, and have engaged a professional regulatory consulting agency to assist in the registration process. We are currently preparing the draft submission material and expect to submit the registration application to the FDA in April 2026. In addition, we have completed and obtained FDA establishment registration approval for our manufacturing facility. According to relevant FDA regulations, we are not required to conduct pre-submission communications with the FDA prior to the submission of the registration dossier or conduct clinical trial in the U.S. for this intended submission. For details of relevant regulatory framework in the U.S., please see "Regulatory Overview — U.S. Federal and State Regulation of Medical Devices."

OUR STRENGTHS

We believe that the following are our competitive strengths and investment highlights:

- A medical devices company focusing on developing medical imaging products and services
- Leadership with commercial-validated intelligent devices powered by proprietary intelligent medical imaging technology in reproductive healthcare
- Proprietary underlying technology platform: our self-developed iMedImage® medical imaging foundation model
- Proven commercialization success and extensive market coverage driving scalable growth
- Strategic leadership with multidisciplinary expertise and a high-quality R&D Team

OUR STRATEGIES

We intend to implement the following business strategies:

- Accelerating R&D and commercialization of our Core Product, AI AutoVision® and other pipeline candidates
- Continuously enhance and optimize the underlying capabilities of our proprietary iMedImage® technology platform
- Promoting our iMed MaaS® platform to participants in the healthcare value chain
- Expanding clinical applications of intelligent devices and unlocking new markets with technology licensing offerings
- Pursuing strategic partnerships and investment opportunities to accelerate business expansion
- Building a multidisciplinary team with expert collaboration and comprehensive training to maintain technological leadership

In recent years, there is an increased public awareness of, and industry-wide consensus on, integration of AI-assisted diagnosis into clinical applications to solve above-mentioned challenges. For instance, effective October 20, 2025, the National Health Commission, National Development and Reform Commission, Ministry of Industry and Information Technology, National Administration of Traditional Chinese Medicine, and National Disease Control and Prevention Administration jointly issued the *Implementation Opinions on Promoting and Regulating the Application and Development of "Artificial Intelligence + Healthcare"* (《關於促進和規範「人工智能+醫療衛生」應用發展的實施意見》), which sets a clear target to drive adoption of advanced technologies, including, among other things, clinical diagnosis supported by AI-backed medical imaging services across secondary and higher-level hospitals in China by 2030.

We believe our product portfolio, especially our Core Product, AI AutoVision®, is well-positioned to capture business opportunities driven by this trend. In particular, according to the registration materials formally accepted by the NMPA, AI AutoVision® is able to generate prompt notice to physicians on both numerical and structural chromosomal abnormalities, offering valuable assistance to clinical diagnosis regarding relevant diseases, while saving them considerable amount of time in respect related work stream. In addition, according to multi-center clinical trial report submitted as part of the registration materials demonstrated that the product achieved 100.00% sensitivity and 100.00% specificity in the detection of numerical abnormalities, and 94.05% sensitivity and 100.00% specificity in the detection of structural abnormalities.

OUR PRODUCT PORTFOLIO

The following chart illustrates key details of our medical device portfolio as of the Latest Practicable Date:

R&D Pipeline

Category	Product Name	Indications/ Clinical Applications	Sample Type/Organ	Stages			Regulatory Authority	Category	Current Status	Next Milestone	time of Next	No. of Patents
				Pre-Clinical Studies	Clinical Trials	Registration Stage						
Medical Imaging Software	★ AI AutoVision®	(1) Prenatal diagnosis for birth defects (2) Assisted reproduction	Peripheral blood and amniotic fluid				China NMPA	Type III	Registration Review	Complete Registration	Q1 2026	10
							U.S. FDA	Type II	Start Registration via 510(k)	Submit Registration	Apr 2026	9
	Chromosome Karyotyping Auxiliary Diagnostic Software	Hematological malignancies	Bone marrow				China NMPA	Type III	Designing and Developing	Apply for and Conduct Clinical Trials	Jul 2026	11
	Hematocyte Analysis Software	Hematological malignancies	Peripheral blood and bone marrow				Zhejiang Medical Products Administration ("**Zhejiang MPA**")	Type II	Designing and Developing	Apply for and Conduct Clinical Trials	Jun 2026	3
	Histopathological Analysis Software	Skin cancer	Skin tissue				Zhejiang MPA	Type II	Designing and Developing	Apply for and Conduct Clinical Trials	Jun 2026	2
	Obstetric Ultrasound Analysis Software	Premature birth risk prediction	Cervice				Zhejiang MPA	Type II	Designing and Developing	Apply for and Conduct Clinical Trials	Q1 2027	3
	Intelligent Handheld Ultrasound Software	Ultrasound analysis operational functions, including image processing, data labeling, and archiving	Superficial organs				Zhejiang MPA	Type II	Designing and Developing	Apply for and Conduct Clinical Trials	Q2 2027	2

Commercialized Products

Category	Product Name	Indications/ Clinical Applications	Stages	Regulatory Authority	Registration Category	Current Status	Approval Time	No. of Patents
Medical Imaging Software	AutoVision® Chromosome Analysis Software	Computer-aided chromosome analysis software supports users in preliminary image-processing operations, analysis and archiving of digital metaphase chromosome images captured by optical microscopes	Pre-Clinical Studies / Clinical Trials / Listing Registration and Application	Zhejiang MPA	Type II	Registration Approved	Mar 2019	9
				E.U. CE	Class A	Filing Completed	Mar 2020[Note]	9
Medical Devices	KayoFlow® Automatic Cell Harvester	Separation and fixation of cell samples		Hangzhou Administration for Market Regulation ("**Hangzhou AMR**")	Type I	Filing Completed	Dec 2023	-
	KayoFlow® Integrated Slide Preparation and Staining System	Smear preparation and staining of blood or body fluid cell specimens		Hangzhou AMR	Type I	Filing Completed	Dec 2023	2
	MetaSight® Automatic Cell Microscopic Image Scanning System	Automatic scanning and image acquisition of chromosome or cell samples		Zhejiang MPA	Type II	Registration Approved	Jan 2021	8
				E.U. CE	Class A	Filing Completed	Dec 2021[Note]	8
				U.S. FDA	Type I	Filing Completed	Dec 2024	8
Key Reagents and Consumables	Gamete and Embryo Buffer Solution	Washing gametes and embryos in assisted reproductive technology		China NMPA	Type III	Registration Approved	Jul 2024	-
	Micromanipulation Pipette for In Vitro Fertilization	Micropipette for assisted reproduction		Zhejiang MPA	Type II	Registration Approved	Apr 2020	3
	ICSI Micromanipulation Dish	Manipulation and observation of gametes/embryos during the ICSI process		Zhejiang MPA	Type II	Registration Approved	May 2020	4
	Human Peripheral Blood Cell Culture Medium	In vitro culture of peripheral blood lymphocytes		Hangzhou AMR	Type I	Filing Completed	Jul 2017	1

★ Core Product | Major Overseas Regulatory Authorities | Approved under the Special Review Procedure for Innovative Medical Devices (Green Channel designation)

Note: The E.U. CE certificates were originally issued under the In Vitro Diagnostic Directive (IVDD). Due to the transition of the EU regulatory system to the In Vitro Diagnostic Regulation (EU 2017/746) (IVDR), we completed the IVDR transition in 2023.

The following chart illustrates key details of our non-medical device portfolio as of the Latest Practicable Date:

Commercialized Products					
Category	**Product Name**	**Function**	**Current Status**	**Commercialized Time**	**No. of Patents**
Technology Licensing	iMed MaaS® Platform	Provides services from data upload and processing to model training and deployment, supporting zero-code medical imaging model training workflow construction, enabling users to rapidly build and optimize medical imaging analysis models on the **cloud platform**.	Commercialized	Sep 2024	9
	Medical Imaging AI Integrated Storage, Computation, Training and Inference Server	Provides services from data upload and processing to model training and deployment, supporting zero-code medical imaging model training workflow construction, enabling users to rapidly build and optimize medical imaging analysis models through **localized deployment**.	Commercialized	Dec 2025	9

Medical Imaging Software

- ***Core Product: AI AutoVision®.*** Our Core Product, AI AutoVision®, an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件), is a self-developed intelligent chromosome karyotyping auxiliary diagnostic software. Our iMedImage® foundation medical imaging model serves as the underlying infrastructure supporting the development and future daily usage of our software products by eliminating image noise and bias arising from different hardware and population characteristics using its ability to extract characteristics in medical images, thereby enabling analysis across scenarios. Leveraging on this ability, AI AutoVision® delivers automated chromosome karyotype analysis on karyotype digital images captured by different optical microscopes. AI AutoVision® applies our self-developed AI algorithm to achieve automatic chromosome segmentation, counting, arrangement and, in particular, case-level abnormalities detection. It is compatible with standard optical microscopes commonly available in the market. As AI AutoVision® is an auxiliary diagnostic software, the final issuance of diagnostic reports remains the responsibility of physicians.

  AI AutoVision® has been recognized as the first batch of "Awarded Participant in the Artificial Intelligence Medical Device Innovation Challenge (人工智能醫療器械創新任務揭榜入圍單位)" by the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) and NMPA in October 2022. In October 2025, AI AutoVision® received "the First Prize for Scientific and Technological Achievements in the National Maternal and Child Health Science and Technology Awards (全國婦幼健康科學技術獎科技成果一等獎)". For more information, see "Business — Awards and Recognitions."

- ***AutoVision®***. AutoVision® is our self-developed, commercialized, computer-aided chromosome analysis software designed to support preliminary image-processing operations, analysis and archiving of on digital metaphase chromosome images captured by optical microscopes, including the interpretation of chromosome banding patterns. It obtained Class II medical device registration certificate from Zhejiang Medical Products Administration ("**Zhejiang MPA**"), a provincial authority, in March 2019 and subsequently commenced commercial sales in China during the same year. As a Class II medical device, AutoVision® is exempted from registrational clinical trial, and its registration certificate does not specify intended indications or use of specific sample types. In actual clinical practice, users of AutoVision® apply this analysis software in fields such as reproductive health, hematological oncology and radio protection. Physicians analyze chromosome images of peripheral blood, amniotic fluid and bone marrow samples, and manually prepare and review reports. During the registration process, AutoVision® underwent an equivalence evaluation with peer karyotype analysis software. Due to its relatively low level of intelligence, analysis using AutoVision® requires considerable manual interaction by the physician to further validate and correct the automated segmentation, counting and arrangement results, and is unable to provide automatic detection or prompts for chromosomal abnormalities. We also obtained a CE certificate under the IVDD regime for AutoVision® in March 2020 and a new CE certificate under the new IVDR in November 2023.

AI AutoVision®, an auxiliary diagnosis software, differs from the categorization of AutoVision® as an analysis software. According to the *Guiding Principles for the Registration and Review of Artificial Intelligence Medical Device* (《人工智能醫療器械註冊審查指導原則》) issued by the NMPA in 2022, auxiliary diagnosis refers to the provision of suggestions or prompts based on analysis of medical images in order to facilitate physicians in making diagnosis. As AI AutoVision® offers the distinguishing feature of providing suggestions or prompts to physicians, it is categorized differently from AutoVision®.

In addition to AI AutoVision® and AutoVision®, we also have four other preclinical stage medical imaging software product candidates under development, including Hematocyte Analysis Software, Histopathological Analysis Software, Obstetric Ultrasound Analysis Software and Intelligent Handheld Ultrasound Analysis Software.

Medical Devices

The chromosome analysis workflow encompasses cell culture, harvesting, staining and slide preparation, microscopic image observation, and karyotype analysis. To address the automation needs in the pre-analytical processes, we have self-developed the following three medical devices, which may be sold and used independently or in combination with AI AutoVision®.

- ***KayoFlow® Automatic Cell Harvester (KayoFlow®自動細胞收獲儀)*** is our self-developed, commercialized system that automates key steps such as centrifugation, reagent addition and sample mixing, ensuring standardization and efficiency in cytogenetic workflows. We obtained a Class I medical device filing in December 2023. We have commenced commercial sales of KayoFlow Automatic Cell Harvester in China since January 2024.

- ***KayoFlow® Integrated Slide Preparation and Staining System (KayoFlow®製片染色一體機)*** is our self-developed, commercialized, fully-automated system designed for pre-analytical preparation and staining of chromosomal sample slide. We obtained a Class I medical device filing in December 2023. We have commenced commercial sales of KayoFlow® Integrated Slide Preparation and Staining System in China since January 2024.

- ***MetaSight® Automatic Cell Microscopic Image Scanning System*** is our self-developed, commercialized, automatic cell microscopic image scanning system that integrates high-precision optical imaging, automated control, and intelligent image recognition algorithms to enable fully automated scanning, positioning, focusing, image acquisition, and output of chromosomal or cellular samples. MetaSight® obtained a Class II medical device registration certificate in January 2021, a CE marking in December 2021 and FDA establishment registration as Class I medical device in the U.S. in December 2024. It has been commercialized in China since March 2021.

Technology Licensing

We have self-developed iMedImage®, a general-purpose medical imaging foundation model, which serves as the infrastructure for acquiring reasoning-oriented learning and training specifically in the medical domain, upon which we continuously develop customized AI models and tools targeting more focused diseases diagnosis and treatment applications. The evolution of iMedImage® entails substantial consumption of computing power resources, as the core technical advantages, development activities and daily usage of AI AutoVision® and the four preclinical stage medical imaging software product candidates derive from this underlying technology platform. For details, please refer to "Business — Our iMedImage® Medical Imaging Foundation Model."

In managing the technology licensing segment, we charge clients licensing fees for using our iMedImage® foundation model through the iMed MaaS® platform. In particular, we provide services from data upload and processing to model training and deployment, supporting zero-code medical imaging model training workflow construction, enabling users to rapidly build and optimize medical imaging analysis models on the cloud platform or through localized deployment. We believe we benefit from this business operation to enhance our customer engagement capability resulting in effective client base expansion.

MARKET OPPORTUNITY AND COMPETITION

Global Medical Imaging Test Market

Medical imaging test refers to the visualization and analysis of human tissues and organs to assist clinical diagnosis, which increasingly incorporates computer vision and deep learning technologies to perform automated recognition and quantitative analysis. Classified by imaging modality, it covers microscopic imaging, ultrasound and radiology (such as X-ray, CT and MRI). In particular, microscopic imaging can be further categorized into application scenarios such as chromosomes, cytology and histopathology. Among these segments, radiology represented by CT,

and microscopic imaging represented by chromosome karyotype analysis and pathological sections, have become key development areas for intelligent solutions within the global medical imaging detection industry, given their large examination volumes, higher technical barriers and significant clinical value.

According to Frost & Sullivan, the global medical imaging test market grew from USD65.0 billion in 2019 to USD95.7 billion in 2024, representing a CAGR of 8.1%. The market is projected to reach USD133.8 billion by 2030 and USD173.9 billion by 2035, representing CAGRs of 5.7% and 5.4%, respectively. In terms of market composition, radiology constitutes the largest segment given its broad clinical application. The microscopy imaging segment, which encompasses chromosomes, cytology, and histopathology, has also demonstrated steady expansion, contributing significantly to the overall market scale alongside ultrasound. In China, the market size increased from RMB98.0 billion in 2019 to RMB99.9 billion in 2024. The market is expected to maintain its growth trajectory, reaching RMB159.0 billion by 2030 and RMB219.3 billion by 2035, representing CAGRs of 8.1% and 6.6%, respectively. Analyzed by imaging modality, radiology and ultrasound account for a substantial portion of the market share. However, the microscopy imaging segment, driven by specific clinical demands in chromosomes, cytology, and histopathology, is emerging as a vital growth component within China's medical imaging landscape.

Microscopic Segment — Chromosome Karyotype Analysis System Market

Chromosome karyotype analysis is essential across three major application scenarios: reproductive healthcare (e.g., prenatal diagnosis), hematological malignancies (e.g., leukemia and lymphoma), and radiological protection detection. According to Frost & Sullivan, the global chromosome karyotype analysis system market is undergoing a structural transformation. While developed regions maintain steady growth through technological iteration, emerging markets like China are poised for an inflection point, transitioning from labor-intensive manual operations to automated, AI-enabled diagnostic workflows.

- **Global Market**: The global market size increased from USD382.6 million in 2019 to USD658.8 million in 2024, representing a CAGR of 11.5%. Driven by the rising adoption of automated workstations to address the global shortage of cytogeneticists and increase diagnostic throughput, the market is projected to accelerate, reaching USD1,533.0 million by 2030, representing a CAGR of 15.1%, and further expand to USD5,046.7 million by 2035.

- **United States**: As a mature market characterized by high reimbursement coverage and established clinical pathways, the U.S. market grew from USD190.5 million in 2019 to USD296.4 million in 2024, representing a CAGR of 9.3%. Looking forward, growth will be sustained by the replacement demand for next-generation digital imaging systems and the integration of upstream and downstream diagnostic data. The market size is projected to reach USD1,542.5 million by 2035, demonstrating long-term resilience.

- **China**: Historically constrained by limited interpretation capacity and reliance on manual microscopy, the market exhibited steady growth with a CAGR of 6.8% from 2019 (RMB119.4 million) to 2024 (RMB165.9 million). However, from 2024 to 2030, the market is projected to enter a rapid expansion cycle, reaching RMB2,037.9 million by 2030 with a substantially elevated CAGR of 51.9%. This acceleration is primarily attributed to: (i) the proliferation of intelligent analysis software which effectively alleviates the bottleneck of professional resource scarcity; and (ii) the increase of clinical demand in prenatal and hematological test triggered by national policy incentives. The market is expected to further expand to RMB6,678.5 million by 2035.

According to Frost & Sullivan, the chromosome karyotype analysis system market in China is relatively concentrated. As of the Latest Practicable Date, there were approximately 17 market participants engaging in the provision of chromosome karyotype analysis products and services in China. Among the approved products, there were five automatic cell harvesters and two integrated slide preparation and staining machines. In addition, 40 microscopic image scanners had been approved, while 11 karyotype analysis software systems had been approved. As of the Latest Practicable Date, all such products are classified as Class I or Class II medical devices. Class I devices are filed with the relevant municipal AMRs, Class II devices are registered with the

provincial MPAs, and Class III devices require registration with the NMPA. However, no Class III medical device registration certificate has yet been issued in this segment. For specific clinical applications of the chromosome karyotype analysis:

- **Reproductive Healthcare Chromosome Karyotype Analysis System Market**: In the United States, the market size increased from USD86.1 million in 2019 to USD127.5 million in 2024. It is projected to grow at a CAGR of 9.8% from 2024 to 2030, and further accelerate to a CAGR of 20.8% from 2030 to 2035, demonstrating the steady growth trajectory typical of a mature market. In China, the market size reached USD19.1 million in 2024, up from USD15.4 million in 2019, representing a CAGR of 4.4%. It is projected to expand rapidly to USD185.4 million by 2030, with a CAGR of 46.0% from 2024 to 2030, and further grow to USD358.7 million by 2035, reflecting a CAGR of 14.1% from 2030 to 2035.

- **Hematological Malignancies Chromosome Karyotype Analysis System Market**: In the United States, the market size increased from USD72.5 million in 2019 to USD124.5 million in 2024, registering a CAGR of 11.4%. It is projected to reach USD269.0 million by 2030, representing a CAGR of 13.7% from 2024 to 2030. From 2030 to 2035, the market is expected to further expand to USD766.8 million, with a CAGR of 23.3%. In China, the market grew from USD1.5 million in 2019 to USD2.8 million in 2024, representing a CAGR of 14.1%. It is projected to increase significantly to USD79.3 million by 2030, with a CAGR of 74.6% from 2024 to 2030. Furthermore, the market is expected to reach USD414.5 million by 2035, reflecting a CAGR of 39.2% from 2030 to 2035.

- **Radiological Protection Detection Market**: According to Frost & Sullivan, as of the Latest Practicable Date, the competitive focus of the radiological protection detection market in China lies in balancing automation efficiency and cost-effectiveness, and the market is at a turning point of accelerated penetration from manual to automated modes.

RESEARCH AND DEVELOPMENT

Our R&D team is a multidisciplinary group composed of experts in artificial intelligence, computer science, clinical medicine, and medical genetics. Our founder, chairman, CEO and head of our R&D team, Dr. Song Ning, is a globally recognized leader with over 20 years of experience in the multidisciplinary of clinical medicine, and computer science with extensive experience in teaching and industrializing AI-driven clinical applications. Our R&D efforts are further supported by an industry-leading Scientific Advisory Board, which provides valuable insights and strategic guidance for our business direction. As of the Latest Practicable Date, we have a dedicated in-house research and development team that comprises of 60 employees. We operate state-of-the-art R&D centers spanning over 4,000 square meters in Hangzhou, Zhejiang Province. For more details, see "Business — Research and Development". For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2024 and 2025, we incurred research and development expenses of RMB28.6 million, RMB25.5 million, RMB14.4 million and RMB68.7 million, respectively. See "Financial Information — Description of Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income — Research and Development Expenses". For the same years/periods, our research and development costs attributable to our Core Product were RMB1.7 million, RMB14.8 million, RMB7.1 million and RMB60.5 million, respectively, accounting for 5.8%, 58.1%, 49.2% and 88.1% of our total research and development costs in the respectively period.

INTELLECTUAL PROPERTY

We have developed a significant portfolio of intellectual property rights to protect our key technologies and product candidates. As of the Latest Practicable Date, we had 56 patents, 18 registered trademarks, 23 software copyrights and nine domain names registered in Chinese mainland, one patent in the U.S. and two registered trademarks in Hongkong, China. Among the 57 registered patents, 46 were self-developed and 11 were acquired from a third party. As of the same date, we had filed six patent applications in China and seven trademark applications in China and overseas. With respect to our Core Product, AI AutoVision®, as of the Latest Practicable Date, we (i) owned ten issued patents in China and the U.S., and (ii) filed one patent application in China. See "Business — Intellectual Property."

COMMERCIALIZATION AND SALES

Our commercialized products mainly include AutoVision®, medical devices, reagents and consumables as well as technology licensing. We primarily sell our commercialized products to institutional users and verified expert users rather than members of the public. For our commercialized medical imaging software, AutoVision® is delivered to customers as part of a customized computer pre-installed with the software. For our commercialized medical devices, all of KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning System are delivered to customers in hardwares with relevant pre-installed software.

We have initially established a nationwide distribution network of 75 distributors, successfully covering over 400 healthcare centers and medical institutions in 31 provinces, autonomous regions and municipalities as of September 30, 2025. In addition to covering numerous benchmark hospitals, we have achieved 40% of admissions in China's TOP 10 hospitals, such as Peking Union Medical College Hospital (北京協和醫院) and Zhongshan Hospital affiliated to Fudan University (復旦大學附屬中山醫院). During the Track Record Period, we primarily sold our products to third party distributors, who in turn sold our products to hospitals, third-party medical laboratories and other medical institutions, to ensure that the products enter the target market efficiently. See "Business — Commercialization and Sales — Product sales" in this prospectus.

MANUFACTURING

As of the Latest Practicable Date, we have established one production facility located in Hangzhou, Zhejiang Province, namely the Smart Health Valley Production Base, with 18 manufacturing personnel and a total of four production lines, all of which focus on manufacturing medical devices and medical imaging software, with annual designed production capacity of 2,000 units, which are sufficient to meet the current market demands. Since the end of the Track Record Period, we have reduced the number of our production lines from nine to four due to the termination of lease of the Jian Space Production Base, with all five reduced production lines focusing on the manufacturing of medical consumables and medical reagents. We are currently in the process of establishing two more production lines in our Smart Health Valley Production Base focusing on the manufacturing of medical consumables and medical reagents, which are expected to commence production in April 2026. Our Directors are of the view that, since we have built a sufficient inventory before the change of production lines, such change will not have a material adverse effect to our manufacture or sales. The utilization rate of our medical device production line was 28.6%, 52.6% and 52.2% for the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, respectively. The utilization rate of our medical consumables production line was 18.4%, 7.2% and 5.8% for the same year/period, respectively. The utilization rate of our medical reagents production line was 59.1%, 22.5% and 31.3% for the same year/period, respectively. See "Business — Manufacturing."

SUPPLIERS

During the Track Record Period, our suppliers consisted primarily of (i) computing power service providers; (ii) suppliers providing materials, reagents and components required for manufacturing medical devices and R&D; and (iii) suppliers providing legal consulting, headhunting and testing services. For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2025, our purchases from our largest supplier in each year/period accounted for 12.8%, 12.3% and 15.3%, respectively, of our total purchases during the corresponding periods, and purchases from our five largest suppliers in each year/period in the aggregate accounted for 37.3%, 34.2% and 31.2% respectively, of our total purchases during the corresponding periods. None of our Directors, their respective associates or any shareholder who, to the knowledge of our Directors, owned more than 5% of our issued share capital as of the Latest Practicable Date, has any interest in any of our five largest suppliers during the Track Record Period.

CUSTOMERS

During the Track Record Period, our customers are primarily digital infrastructure service providers, research organizations, medical institutions, hospitals, third-party medical laboratories and distributors. Specifically, digital infrastructure service providers are providers of digital technologies and platforms, such as software systems and data processing capabilities, which support the digital operations of businesses and institutions. These customers are generally companies that operate in, or intend to expand into, the healthcare and medical industry, who enter into technology licensing agreements with us to upgrade or enhance their existing products and services by integrating AI-enabled capabilities, thereby differentiating their offerings and

strengthening their competitiveness in the market. For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2025, our revenue generated from our largest customer in each year/period accounted for 22.4%, 14.3% and 15.7% of our total revenue during the corresponding periods, respectively, and revenue from our five largest customers in each year/period in the aggregate accounted for 47.0%, 46.0% and 56.0% of our total revenue during the corresponding periods, respectively. During the Track Record Period, none of our Directors, or any Shareholders, who, to the knowledge of our Directors, owns more than 5% of our issued share capital immediately following the completion of the Global Offering nor any of their respective associates had any interest in any of our five largest customers.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information for the Track Record Period, extracted from the Accountants' Report set out in Appendix I to this prospectus. The summary financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this prospectus, including the related notes. Our consolidated financial information was prepared in accordance with HKFRS Accounting Standards.

Summary of Consolidated Statements of Profit or Loss

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*
					(unaudited)			
Revenue	52,844	100.0	70,352	100.0	19,588	100.0	111,616	100
Cost of sales	(15,349)	(29.0)	(24,291)	(34.5)	(11,192)	(57.1)	(26,947)	(24.1)
Gross profit	37,495	71.0	46,061	65.5	8,396	42.9	84,669	75.9
Other income and gains	6,036	11.4	10,006	14.2	7,240	37.0	13,633	12.2
Research and development costs	(28,644)	(54.2)	(25,519)	(36.3)	(14,394)	(73.5)	(68,672)	(61.5)
Administrative expenses	(29,927)	(56.6)	(25,618)	(36.4)	(17,447)	(89.1)	(40,444)	(36.2)
Selling and distribution expenses	(21,912)	(41.5)	(24,950)	(35.5)	(18,436)	(94.1)	(19,339)	(17.3)
Impairment losses on financial assets, net	(1,198)	(2.3)	(2,067)	(2.9)	(264)	(1.3)	(5,916)	(5.3)
Other expenses	(1,712)	(3.2)	(17)	(0.0)	(56)	(0.3)	(123)	(0.1)
Finance costs	(16,320)	(30.9)	(21,190)	(30.1)	(15,784)	(80.6)	(496)	(0.4)
Share of profits and losses of an associate	(2)	(0.0)	(95)	(0.1)	(94)	(0.5)	25	0.0
LOSS FOR THE YEAR/PERIOD	**(56,116)**	**(106.2)**	**(43,375)**	**(61.7)**	**(50,810)**	**(259.4)**	**(36,649)**	**(32.8)**
TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD	**(55,817)**	**(105.6)**	**(42,847)**	**(60.9)**	**(50,416)**	**(257.4)**	**(36,255)**	**(32.5)**

During the Track Record Period, we generated revenue primarily from:

- **Medical Imaging Software and Medical Devices**. Since our inception, we have focused on the R&D and commercialization of our medical imaging software and medical devices. During the Track Record Period, we derived revenue from the sales of medical imaging software and medical devices. The future sales of our Core Product, AI AutoVision® after registration approval will be categorized under this segment.

- **Technology Licensing**. We have commenced commercialization of our foundation model since September 2024. During the Track Record Period, we derived revenue from charging clients licensing fees for using our model through iMed MaaS® platform. Through the user-friendly, graphical, zero-code interface of iMed MaaS® platform, users can easily conduct model adaptation and optimization with minimal data input, facilitating research progress and reducing technical barriers for scientific users.

- **Analysis and Consulting Services**. During the Track Record Period, we from time-to-time derived revenue by charging service fees from our customers, which are mainly hospitals, for providing consulting services based on our analysis of the test results of chromosome karyotyping, leveraging our expertise in chromosome karyotype analysis.

Breakdown of our revenue by business segments is as follows:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Medical Imaging Software and Medical Devices	43,900	83.1	40,838	58.0	12,770	65.2	48,678	43.6
Technology Licensing	–	–	19,539	27.8	475	2.4	57,367	51.4
Analysis and Consulting services	6,303	11.9	7,291	10.4	4,454	22.7	3,512	3.1
Others*	2,641	5.0	2,684	3.8	1,889	9.7	2,059	1.9
Total	**52,844**	**100.0**	**70,352**	**100.0**	**19,588**	**100.0**	**111,616**	**100.0**

Note:

* Others primarily represent revenue generated from sales of reagents and consumables and rental income.

We recorded significant increase in revenue in the nine months ended September 2025 comparing to the same period in 2024. Our revenue generated from medical imaging software and medical devices increased by 281.2% from RMB12.8 million in the nine months ended September 30, 2024 to RMB48.7 million in the nine months ended September 30, 2025. The sales volume of our AutoVision and MetaSight increased by 40.9% and 160.0%, respectively. The average selling price of our AutoVision and MetaSight increased by 18.0% and 55.1%, respectively, primarily because we generated significantly more revenue from direct sales during the nine months ended September 30, 2025. As our direct sales orders generally command higher prices than those from distributors, the increase in the proportion of direct sales contributed to the increase in our average selling prices. Our revenue increased by 33.1% from RMB52.8 million in 2023 to RMB70.4 million in 2024 primarily we started to generated revenue from our technology licensing business segment at the second half of 2024.

Breakdown of our gross profit and gross profit margin by business segments is as follows:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	Gross profit RMB'000	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*
					(unaudited)			
Medical Imaging Software and Medical Devices	33,631	76.6	23,173	56.7	6,155	48.2	27,745	57.0
Technology Licensing	–	–	18,991	97.2	449	94.5	55,378	96.5
Analysis and Consulting Services	2,727	43.3	3,746	51.4	1,433	32.2	1,065	30.3
Others*	1,137	43.1	151	5.6	359	19.0	481	23.4
Total gross profit/overall gross profit margin	**37,495**	**71.0**	**46,061**	**65.5**	**8,396**	**42.9**	**84,669**	**75.9**

Note:

* Others primarily represent revenue generated from sales of reagents and consumables and rental income.

Breakdown of our sales volume and average selling price is as follows:

	As of December 31,				As of September 30,			
	2023		2024		2024		2025	
	Sales Volume	Average Selling Price	Sales Volume	Average Selling Price	Sales Volume	Average Selling Price	Sales Volume	Average Selling Price
	Units	*RMB'000*	*Units*	*RMB'000*	*Units*	*RMB'000*	*Units*	*RMB'000*
Medical Imaging Software and Medical Devices								
– AutoVision®	208	167.9	175	111.9	88	87.8	124	139.8
– MetaSight®	23	390.2	46	371.4	15	336.0	39	521.2
– KayoFlow®	–	–	10	417.7	–	–	19	579.9
Analysis and Consulting Services*	17,185	0.4	21,002	0.3	12,883	0.3	10,811	0.3

Note:

* Primarily consist of consulting services based on our analysis of the test results of chromosome karyotyping

We have not been profitable and incurred a net loss in each period comprising the Track Record Period. Our net loss decreased from RMB50.8 million for the nine months ended September 30, 2024 to RMB36.6 million for the nine months ended September 30, 2025, which was primarily due to our enhanced effort to acquire new direct sales customers of our medical imaging software as well as technology licensing business segment. Our net loss decreased from RMB56.1 million for the year ended December 31, 2023 to RMB43.4 million for the year ended December 31, 2024, which was primarily due to we launched our technology licensing offerings based on our iMedImage® medical imaging foundation model and iMed MaaS® platform. For more information, see "Financial Information — Description of Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income" in this prospectus.

Summary of Consolidated Statements of Financial Position

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Non-current assets	90,486	90,146	80,775
Current assets	130,604	122,328	163,294
Current liabilities	23,694	31,851	42,969
Net current assets	106,910	90,477	120,325
Total assets less current liabilities	197,396	180,623	201,100
Non-current liabilities	283,014	6,441	5,038
Net assets/(liabilities)	(85,618)	174,182	196,062
Equity/(deficit)	(85,618)	174,182	196,062

Our net current assets increased from RMB90.5 million as of December 31, 2024 to RMB120.3 million as of September 30, 2025, primarily due to (i) the increase in our cash and cash equivalents as a result of capital contribution from shareholders, and (ii) the increase in our prepayments, other receivables and other assets as a result of (i) an increase in prepayments primarily due to our procurement of computing power services for R&D needs of our iMedImage® foundation model to further improve the operational efficiency of AI AutoVision®, and (ii) the deferred listing expenses as of September 30, 2025 in relation to the Global Offering. Our net current assets decreased from RMB106.9 million as of December 31, 2023 to RMB90.5 million as of December 31, 2024, primarily due to (i) the decrease in our inventories as a result of our effort to optimize our management of inventory level; and (ii) the interest-bearing bank loans we incurred to support our business expansion.

Our net assets increased from RMB174.2 million as of December 31, 2024 to RMB196.1 million as of September 30, 2025, primarily due to the capital contribution from shareholders of RMB60.0 million. Our financial position improved from net liabilities of RMB85.6 million as of December 31, 2023 to net assets of RMB174.2 million as of December 31, 2024, primarily due to the termination of redemption liabilities on owners' capital of RMB302.5 million, partially offset by the loss for the year of RMB43.4 million.

Taking into account the financial resources available to us, including cash flow generated from financial activities, our current cash and cash equivalents and the estimated net proceeds from the Global Offering, our Directors are of the view that we have available sufficient working capital for our present requirements, that is for at least the next 12 months from the date of this prospectus.

Summary of Consolidated Statements of Cash Flows

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Net cash flows used in operating activities	(47,395)	(29,777)	(29,983)	(21,533)
Net cash flows from/(used in) investing activities	(117,055)	19,657	14,271	(4,665)
Net cash flows from financing activities	163,982	6,805	2,525	48,709
Net increase/(decrease) in cash and cash equivalents	(468)	(3,315)	(13,187)	22,491
Cash and cash equivalents at beginning of year/period	20,887	20,419	20,419	17,104
Cash and cash equivalents at end of year/period	20,419	17,104	7,232	39,595

For the nine months ended September 30, 2025, our net cash flows used in operating activities was primarily attributable to our net loss before tax of RMB36.7 million, as adjusted by non-cash items, which primarily include the depreciation of property, plant and equipment of RMB6.6 million and impairment losses on financial assets, net of RMB5.9 million. This amount was further adjusted by changes in working capital, which primarily include increase in prepayments, other receivables and other assets of RMB33.7 million, increase in other payables and accruals of RMB17.3 million and decrease in trade receivables of RMB7.8 million.

In 2024, our net cash flows used in operating activities was primarily attributable to our net loss before tax of RMB43.4 million, as adjusted by non-cash items, which primarily include finance costs of RMB21.2 million and depreciation of property, plant and equipment of RMB10.4 million. The amount was further adjusted by changes in working capital, which primarily include increase in trade receivables of RMB27.9 million, decrease in other payables and accruals of RMB5.5 million and decrease in inventories of RMB4.2 million.

In 2023, our net cash flows used in operating activities was primarily attributable to our net loss before tax of RMB56.2 million, as adjusted by non-cash items, which primarily include finance costs of RMB16.3 million and depreciation of property, plant and equipment of RMB4.2 million. The amount was further adjusted by changes in working capital, which primarily include increase in long-term receivable of RMB10.6 million, decrease in other payables and accruals of RMB3.9 million and increase in prepayment, other receivables and other assets of RMB3.0 million.

Our Directors are of the opinion that, taking into account (i) the financial resources available to our Group, including cash and cash equivalents, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and available financing facilities in aggregate of RMB250.3 million as of September 30, 2025, and the estimated net proceeds from the Global Offering, (ii) the planned commercialization of our AI AutoVision®, and (iii) our cash burn rate, which is our cash and cash equivalents balance divided by average monthly

net cash used in operating activities plus payments for property, plant and equipment, we have sufficient working capital to cover at least 125% of our costs, including research and development expenses, selling and distribution expenses, administrative expenses, finance costs and other expenses for at least the next 12 months from the date of this prospectus. Without taking into account the estimated net proceeds from the Global Offering, our Directors believe that we have sufficient working capital for approximately 12 months from the date of this prospectus. On the basis of the foregoing, nothing has come to the attention of the Sole Sponsor that would cause them to cast reasonable doubt on the Directors' view as set out above. For detailed analysis of on fluctuations of our cash flow items, see "Financial Information".

Our cash burn rate refers to our average monthly (i) net cash used in operating activities, (ii) capital expenditures and (iii) lease payments. Assuming an average cash burn rate going forward of 1.1 times the level in 2024, we estimate that our total cash balance as of September 30, 2025 will be able to maintain our financial viability for approximately 7.6 months or, if taking into account the estimated net proceeds from the Global Offering (low-end), for at least 132.8 months.

KEY FINANCIAL RATIOS

The table below sets forth the key financial ratios for the years or as of the dates indicated:

	As of/For the year ended December 31,		As of/For the nine months ended September 30,
	2023	2024	2025
Profitability:			
Gross profit margin	71.0%	65.5%	75.9%
Current ratio[(1)]	5.5	3.8	3.8
Quick ratio[(2)]	4.4	3.1	3.3

Notes:

(1) equals current assets divided by current liabilities as of the same date.

(2) equals current assets less inventories divided by current liabilities as of the same date.

RISK FACTORS

We are a biotechnology company seeking to list on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules. There are unique challenges, risks and uncertainties associated with investing in companies such as ours. These risks are set out in "Risk Factors" in this prospectus. Some of the major risks we face include: (i) Our future growth depends on the successful development and commercialization of our Core Product and product candidates. If we are unable to successfully complete clinical development, obtain and maintain regulatory approval, commercialize our Core Product and product candidates, or keep up with industry and technology developments, or if we experience significant delays in doing so, our business will be materially harmed; (ii) Product development involves a time- and cost-consuming process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results; (iii) If we encounter difficulties enrolling subjects or encounter difficulties or delays in collecting samples or procuring requisite test samples in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected; (iv) The data we gather in our research and development may be affected by factors unrelated to our Core Product and other product candidates or out of our control, which could adversely affect the reliability of our clinical results or analyses; (v) Our success depends on our ability to provide reliable, high-quality data and analysis and to rapidly evolve to meet our customers' needs. If our products, or similar medical imaging foundation model available in the market in general, do not meet the expectations of customers, our operating results, reputation and business could suffer; (vi) We may allocate our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may later prove to be more profitable or for which there is a greater likelihood of success; (vii) We may not be able to develop or acquire new product candidates, or to identify additional early detection opportunities; (viii) We may not be successful in adapting to new

technologies and our competitors may develop superior products or bring their products to market faster or more successfully than we do; and (ix) We may make acquisitions, establish joint ventures and conduct other strategic investments, which may not be successful.

LISTING EXPENSE

The total listing expenses in connection with the Global Offering are estimated to be approximately HK$69.8 million (assuming an Offer Price of HK$104.1 per Share, being the mid-point of the indicative Offer Price range), among which, (a) approximately HK$32.5 million is directly attributable to the issuance of Shares and will be charged to equity upon completion of the Global Offering, (b) approximately HK$21.2 million has been charged to our consolidated statement of profit or loss and other comprehensive income during the Track Record Period, and (c) approximately HK$16.1 million will be charged to our consolidated statement of profit or loss and other comprehensive income subsequent to the end of the Track Record Period. Our total listing expenses account for approximately 8.4% of our gross proceeds from the Global Offering (assuming an Offer Price of HK$104.1 per Share, being the mid-point of the indicative Offer Price range). The aforementioned estimated listing expenses of approximately HK$69.8 million include: (i) underwriting-related expenses (including but not limited to commissions and fees) of approximately HK$29.4 million, and (ii) non-underwriting related expenses of approximately HK$40.4 million, which consist of fees and expenses of legal advisers and accountants and other fees and expenses. We believe that the level of such fees and expenses are in line with market level and are not unusually high. The aforementioned listing expenses are the latest practicable estimates by us and are provided for reference only and the actual amounts may differ.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$762.9 million, after deducting underwriting commissions, fees and estimated expenses payable by us in connection with the Global Offering, and assuming an Offer Price of HK$104.1 per H Share, which is the mid-point of the indicative Offer Price range stated in this prospectus. We intend to apply these net proceeds for the following purposes, subject to changes in light of our evolving business needs and changing market conditions: (i) approximately 49.0%, or HK$373.8 million, will be allocated to the research and development and commercialization of our Core Product, AI AutoVision®; (ii) approximately 10.0%, or HK$76.3 million, will be allocated to the research and development of our other medical imaging software product candidates and medical devices; (iii) approximately 20.0%, or HK$152.6 million, will be allocated to enhance our iMedImage® foundation model and AI technologies as well as to strengthen our technology licensing business; (iv) approximately 8.0%, or HK$61.0 million, will be allocated to strengthen our commercialization capabilities and market penetration in China; (v) approximately 5.0%, or HK$38.2 million, will be allocated to expand our presence in global markets; and (vi) approximately 8.0%, or HK$61.0 million, will be allocated to pursue strategic collaboration and investment opportunities in upstream and downstream players in the healthcare value chain. See "Future Plans and Use of Proceeds" for further details.

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Dr. Song was able to exercise voting rights attached to 42,102,157 Shares, representing approximately 52.06% of the voting rights in our Company through (i) his personal capacity as to 24,293,507 Shares, representing approximately 30.04% of our total issued share capital, (ii) Diagens Nuohui as to 7,614,901 Shares, representing approximately 9.42% of our total issued share capital, (iii) Diagens Nuoda as to 4,759,247 Shares, representing approximately 5.88% of our total issued share capital, (iv) Deqian Technology as to 3,530,834 Shares, representing approximately 4.37% of our total issued share capital, and (v) Diagens Nuoxin as to 1,903,668 Shares, representing approximately 2.35% of our total issued share capital. Diagens Nuohui is our ESOP Platform and managed by Dr. Song as its general partner. Each of Diagens Nuoda, Deqian Technology and Diagens Nuoxin, being an investment holding platform, is a limited partnership established under the laws of the PRC and is managed by Dr. Song as its general partner.

As such, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin were collectively entitled to exercise voting rights attached to 42,102,157 Shares, representing approximately 52.06% of our total issued shares as of the Latest Practicable Date, and are considered as a group of Controlling Shareholders pursuant to the Listing Rules and Chapter 1.1C under the Guide for New Listing Applicants. Immediately before the completion of the Global Offering, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin will be collectively entitled to exercise voting rights attached to 42,102,157 H Shares, representing approximately 52.06% of our total issued shares, and are considered as a group of Controlling Shareholders pursuant to the Listing Rules and Chapter 1.1C under the Guide for New Listing Applicants. Immediately following the completion of the Global Offering, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin will be collectively entitled to exercise voting rights attached to 42,102,157 H Shares, representing approximately 47.37% of our total issued shares, and hence they will continue to be a group of Controlling Shareholders. For details, please see section headed "Relationship With Our Controlling Shareholders" in this prospectus.

PRE-IPO INVESTMENTS

Our Company received ten rounds of investments from the Pre-IPO Investors through subscriptions for increased registered capital of our Company in a total amount of approximately RMB397 million. The valuation of our Company upon completion of the last round of the investments is approximately RMB2.6 billion. In addition, some investors joined our Company by purchase of the registered capital or Shares of our Company from the then existing Shareholders. For details, please see section headed "History, Development and Corporate Structure — Pre-IPO Investments" in this section.

GLOBAL OFFERING STATISTICS

The statistics in the following table are based on the assumptions that 7,999,200 H Shares will be issued pursuant to the Global Offering, 80,880,000 Unlisted Shares will be converted into H Shares:

	Based on an Offer price of HK$95.6 per Share	Based on an Offer price of HK$112.5 per Share
Market capitalization of our H Shares[(1)]	HK$8,496.9 million	HK$9,998.9 million
Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share[(2)]	HK$10.57	HK$12.03

(1) The calculation of the market capitalization of our H Shares is based on the 88,879,200 H Shares, comprising 7,999,200 H Shares to be issued under the Global Offering and 80,880,000 H Shares to be converted from Unlisted Shares, expected to be in issue immediately upon completion of the Global Offering.

(2) The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are calculated based on 88,879,200 Shares in issue immediately following the completion of the Global Offering. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at an exchange rate of RMB0.8820 to HK$1.00.

DIVIDEND POLICY

We currently do not have a formal dividend policy. No dividend was paid or declared by our Company during the Track Record Period. The determination of whether to pay a dividend and in which amount is based on factors the Board may deem relevant. Any dividend distribution will also be subject to the approval of the Shareholders in the Shareholder's meeting. Under the PRC law and the Articles of Association, the general reserve requires annual appropriations of 10% of after-tax profits at each year-end until the balance reaches 50% of the relevant PRC entity's registered capital. In view of our accumulated losses, as advised by our PRC Legal Adviser, according to the

relevant PRC laws and regulations and the Articles of Association, we shall not declare or pay dividend until the accumulated losses are covered by our after-tax profits and sufficient statutory common reserve are drawn in accordance with the relevant laws and regulations.

RECENT DEVELOPMENTS

Since the end of the Track Record Period, we have continued to expand our business and further develop our comprehensive intelligent medical imaging product portfolio. We received the 2025 October Notice and made the December 2025 NMPA Communication. As of the Latest Practicable Date, as stipulated in the June NMPA Communication and December NMPA Communication, the NMPA has no objections toward the registrational approval of AI AutoVision®. For more details, see "Business — Our Product Portfolio — Core Product: AI AutoVision® — Material Communication, Development Plan and Next Step — China."

Based on our unaudited financial information for the year ended 31 December 2025 as set out in Appendix IIB to this prospectus, our Directors expect that there will be an increase in our net loss for the year ended 31 December 2025 as compared to that for FY2024, which was primarily attributable to (i) an increase in Listing expenses, and (ii) an increase in our purchase of computing power services since late 2024 for further development and training of iMedImage® foundation model in line with our strategic R&D plan. For further details, please refer to the section headed "Unaudited Preliminary Financial Information for the year ended 31 December 2025" in Appendix IIB to this prospectus. The unaudited financial information as set out in the section headed "Unaudited Preliminary Financial Information for the year ended 31 December 2025" in Appendix IIB to this prospectus has been agreed by the Reporting Accountants to the amounts set out in the Group's unaudited consolidated financial statements for the year ended 31 December 2025 following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The work performed by the Reporting Accountants in this respect did not constitute an assurance engagement performed in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Reporting Accountants on the unaudited preliminary financial information.

NO MATERIAL ADVERSE CHANGE

Our Directors have confirmed that, up to the date of this prospectus, there has been no material adverse change in our financial or trading position or prospects since September 30, 2025, being the end date of our latest consolidated financial statements, and there has been no event since September 30, 2025 that would materially affect the information shown in the Accountants' Report set out in Appendix I to this prospectus.

In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

"Accountants' Report"	the accountants' report of our Company from Ernst & Young, the text of which is set out in Appendix I to this prospectus
"affiliate(s)"	with respect to any specified person, any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the articles of association of our Company adopted on June 25, 2025 with effect upon the Listing Date (as amended from time to time), a summary of which is set out in Appendix V to this prospectus
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Audit Committee"	the audit committee of our Board
"Board" or "Board of Directors"	the board of Directors
"Business Day"	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"Capital Market Intermediary(ies)"	the capital market intermediary(ies) as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China" or "PRC"	the People's Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this prospectus, excludes Chinese Taiwan, Hong Kong and the Macau Special Administrative Region of the People's Republic of China
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技股份有限公司), a company established under the laws of the PRC as a limited liability company on September 19, 2016 and converted into a joint stock company with limited liability in the PRC on May 7, 2025
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed thereto under the Listing Rules and in this context, refers to Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin, further details of which are set out in the section headed "Relationship with Our Controlling Shareholders" in this prospectus
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Core Product"	has the meaning ascribed to it in Chapter 18A of the Listing Rules; for the purpose of this prospectus, our Core Product refers to AI AutoVision®
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Deqian Technology"	Hangzhou Deqian Technology Management Partnership Enterprise (Limited Partnership) (杭州德仟科技管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 6, 2020, one of our Controlling Shareholders upon Listing
"Diagens Hongyuan"	Diagens Hongyuan (Tianjin) Biotechnology Co., Ltd. (德適宏源(天津)生物科技有限公司), a company established in the PRC with limited liability on February 1, 2023 and a directly wholly-owned subsidiary of our Company
"Diagens Nuoda"	Hangzhou Diagens Nuoda Technology Management Partnership Enterprise (Limited Partnership) (杭州德適諾達科技管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 11, 2021, one of our Controlling Shareholders upon Listing
"Diagens Nuoxin"	Hangzhou Diagens Nuoxin Investment Management Partnership Enterprise (Limited Partnership) (杭州德適諾鑫投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 4, 2018, one of our Controlling Shareholders upon Listing
"Director(s)"	the director(s) of our Company

"Dr. Song"	Dr. SONG Ning (宋寧), an executive Director, chairperson of our Board, general manager of our Company, and one of our Controlling Shareholders upon Listing
"ESOP Platform" or "Diagens Nuohui"	Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership) (杭州德適諾輝投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 19, 2018, with Dr. Song as the executive partner, our incentive scheme platform and one of our Controlling Shareholders upon Listing
"Extreme Conditions"	the occurrence of "extreme conditions" as announced by the Hong Kong Government due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
"FDA"	U.S. Food and Drug Administration
"FINI"	Fast Interface for New Issuance, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
"Frost & Sullivan" or "Industry Consultant"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant
"General Rules of HKSCC"	General Rules of HKSCC published by the Stock Exchange and as amended from time to time
"Global Offering"	the Hong Kong Public Offering and the International Offering
"Group", "our Group", "we", "us" or "our"	our Company and all of its subsidiaries, or any one of them as the context may require
"Guide for New Listing Applicants"	the Guide for New Listing Applicants published by the Stock Exchange
"Hangzhou Devon"	Hangzhou Devon Biotechnology Co., Ltd.(杭州德運生物科技有限公司), a company established in the PRC with limited liability on June 19, 2018 and a directly wholly-owned subsidiary of our Company
"H Share(s)"	overseas listed foreign ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and to be listed on the Hong Kong Stock Exchange
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"HKFRS Accounting Standards"	Hong Kong Financial Reporting Standards

"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"**HKSCC EIPO**"	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant's stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a clearing participant or a custodian participant under HKSCC to give **electronic application instructions** via HKSCC's FINI system to apply for the Hong Kong Offer Shares on your behalf
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of the HKSCC
"HKSCC Operational Procedures"	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
"HKSCC Participant"	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong dollars" or "HK$"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"Hong Kong Offer Shares"	the 799,950 H Shares being initially offered by us for subscription pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed "Structure of the Global Offering" in this prospectus)
"Hong Kong Public Offering"	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong, on and subject to the terms and conditions described in the section headed "Structure of the Global Offering" in this prospectus
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong Underwriters"	the underwriters of the Hong Kong Public Offering as listed in the section headed "Underwriting" in this prospectus
"Hong Kong Underwriting Agreement"	the underwriting agreement dated March 19, 2026 relating to the Hong Kong Public Offering and entered into by, our Company, Dr. Song, Diagens Nuohui, the Sole Sponsor, the Sponsor-overall Coordinator and the Hong Kong Underwriters, as further described in the section headed "Underwriting" in this prospectus

"Independent Third Party(ies)"	any person(s) or entity(ies) who/which is not a connected person of our Company within the meaning of the Listing Rules
"International Offer Shares"	the 7,199,250 H Shares being initially offered by us for subscription under the International Offering (subject to reallocation as described in the section headed "Structure of the Global Offering" in this prospectus)
"International Offering"	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in reliance on Regulation S, as further described in the section headed "Structure of the Global Offering" in this prospectus
"International Underwriters"	the underwriters of the International Offering as listed in the International Underwriting Agreement
"International Underwriting Agreement"	the underwriting agreement relating to the International Offering which is expected to be entered into by, our Company, Dr. Song, Diagens Nuohui, the Sole Sponsor, the Sponsor-overall Coordinator and the International Underwriters, as further described in the section headed "Underwriting" in this prospectus
"Joint Bookrunners"	the joint bookrunners as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Joint Global Coordinators"	the joint global coordinators as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Joint Lead Managers"	the joint lead managers as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Latest Practicable Date"	March 10, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
"Listing"	the listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
"Listing Committee"	the listing committee of the Hong Kong Stock Exchange
"Listing Date"	the date, expected to be on or about Monday, March 30, 2026, on which the H Shares are listed and dealings in the H Shares are first permitted to commence on the Hong Kong Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

"Main Board"	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
"NMPA"	the National Medical Products Administration of the PRC (國家藥品監督管理局), the successor to the China Food and Drug Administration (國家食品藥品監督管理總局) and the relevant provincial medical products administrations
"Noue"	Noue Pte. Ltd., a company incorporated in Singapore on August 15, 2023 and a directly wholly-owned subsidiary of our Company
"Offer Price"	the final offer price per Offer Share (exclusive of brokerage of 1.0%, an SFC transaction levy of 0.0027%, an AFRC transaction levy of 0.00015% and a Hong Kong Stock Exchange trading fee of 0.00565%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering as described in the section headed "Structure of the Global Offering" in this prospectus
"Offer Shares"	the Hong Kong Offer Shares and the International Offer Shares
"Overall Coordinators"	the overall coordinators as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Overseas Listing Trial Measures"	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》) promulgated by the CSRC on February 17, 2023
"PRC Government"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
"PRC Legal Adviser"	Grandall Law Firm (Hangzhou), the legal adviser to our Company as to the PRC laws
"Pre-IPO Investment(s)"	the investment(s) in our Company undertaken by the Pre-IPO Investors pursuant to the relevant equity transfer agreement(s) and/or share subscription agreement(s), details of which are set out in the section headed "History, Development and Corporate Structure" in this prospectus
"Pre-IPO Investor(s)"	the investor(s) who acquired interest in our Company pursuant to the relevant equity transfer agreement(s) and/or share subscription agreement(s), details of which are set out in the section headed "History, Development and Corporate Structure" in this prospectus

"Price Determination Agreement"	the agreement to be entered into between our Company and the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date to fix and record the Offer Price
"Price Determination Date"	the date on which the Offer Price is to be fixed
"Regulation S"	Regulation S under the U.S. Securities Act
"Renminbi" or "RMB"	Renminbi, the lawful currency of the PRC
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"Securities and Futures Commission" or "SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including both Unlisted Shares and H Shares
"Sole Sponsor" and "Sponsor-overall Coordinator"	the sole sponsor and the sponsor-overall coordinator as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs published by the SFC (as amended, supplemented or otherwise modified from time to time)
"Track Record Period"	the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025
"Underwriters"	the Hong Kong Underwriters and the International Underwriters
"Underwriting Agreements"	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
"United States" or "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"Unlisted Share(s)"	ordinary Share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed or traded on any stock exchange

"U.S. dollars", "US$" or "USD"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
"Warranting Shareholders"	Dr. Song and Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership) (杭州德適諾輝投資管理合夥企業(有限合夥)), as referred to in the Hong Kong Underwriting Agreement
"**White Form eIPO**"	the application for Hong Kong Offer Shares to be issued in the applicant's own name by submitting applications online through the designated website of **White Form eIPO** Service Provider at **www.eipo.com.hk**
"**White Form eIPO** Service Provider"	Computershare Hong Kong Investor Services Limited
"Zhihe Fusion"	Hangzhou Zhihe Fusion Technology Co., Ltd. (杭州智核聚變科技有限公司), a company established in the PRC with limited liability on October 15, 2025 and a directly wholly-owned subsidiary of our Company

This glossary of technical terms contains explanations of certain technical terms used in this prospectus. As such, these terms and their meanings may not correspond to standard industry meanings or usage of these terms.

"AI"	artificial intelligence, a field of computer science dedicated to creating systems capable of performing tasks that typically require human intelligence, such as learning, reasoning, perception, and natural language understanding
"algorithm"	a defined set of step-by-step procedures or rules used by computer systems to solve problems or perform calculations
"architecture"	the structural design of an information system, encompassing its hardware, software, data, and communication capabilities
"AUC"	area under the curve, a common metric in various fields such as medicine, machine learning and statistics
"big data"	extremely large and complex datasets that require advanced methods for storage, processing, and analysis to uncover hidden patterns, correlations, and actionable insights
"bone marrow"	a type of tissue that can be found in hollow bones of many animals. In humans, it is soft, spongy tissue where blood stem cells live
"CAGR"	compound annual growth rate, the rate of return that would be required for an investment to grow from its beginning balance to its ending balance, assuming the profits were reinvested at the end of each year of the investment's lifespan
"CE"	conformité européenne, the European Union's mandatory conformity marking for regulating goods sold within the European Economic Area, indicating that the goods' conformity with European health, safety, and environmental protection standards
"chromosome"	a compact of DNA-protein complex. The microscopy is used to observe chromosomes
"chromosomal abnormalities"	changes in the number or structure of chromosomes that can lead to intellectual disabilities, multi-organ defects, fertility issues, increased cancer risks, and so on
"chromosome karyotype analysis"	a medical imaging method used to examine chromosomal abnormalities
"Class I medical device"	pursuant to Regulations on the Supervision and Administration of Medical Devices (2024 Revision), class I medical devices refer to medical devices with low risk exposures, and the safety and effectiveness of which can be assured by implementing regular management

"Class II medical device"	pursuant to Regulations on the Supervision and Administration of Medical Devices (2024 Revision), class II medical devices refer to medical devices with medium risk exposures, and subject to strict control and management in order to assure their safety and effectiveness
"Class III medical device"	pursuant to Regulations on the Supervision and Administration of Medical Devices (2024 Revision), class III medical devices refer to medical devices with high risk exposures, and subject to implementation of special measures and strict control and management in order to assure their safety and effectiveness
"clinical trial"	a prospective, systematic study conducted in human subjects to evaluate the safety, performance or effectiveness of a medical product, such as a drug, device, or diagnostic tool
"cloud-based"	describes applications, services, or resources that are made available to users via the internet from a cloud provider's infrastructure, allowing for scalability and on-demand access
"cloud computing"	the delivery of computing services — including servers, storage, databases, networking, and software — over the internet to offer faster innovation, flexible resources, and economies of scale
"cloud platform"	the operating system and hardware of servers in a data center that are configured to provide cloud computing services to customers
"cross-modal fusion"	the integration of information from different data modalities (e.g., images, text, audio) within an AI model to enable richer understanding and decision-making
"CT"	computed tomography
"cytochemical staining"	a technique used to identify and classify different types of cells, especially in blood and bone marrow smears, by using chemical reactions that produce colored products
"cytogenetics"	a branch of genetics that studies the structure, function, and behavior of chromosomes, primarily using microscopic techniques like karyotyping to diagnose chromosomal abnormalities
"data analysis"	the process of inspecting, cleansing, transforming, and modeling data to discover useful information, draw conclusions, and support decision-making
"data integration"	the process of combining data from different sources to provide a unified view, enabling more comprehensive analysis and decision-making

"deep learning"	a subset of machine learning involving neural networks with multiple layers, enabling the modeling of complex patterns in data for tasks like image recognition and natural language processing
"DNA"	deoxyribonucleic acid, a self-replicating material which is present in nearly all living organisms as the main constituent of chromosomes. It is the carrier of genetic information
"edge inference module"	a hardware or software component enabling AI model inference on local devices rather than in the cloud
"endocrine disorders"	conditions that affect the endocrine system, which is responsible for producing and regulating hormones in the body. These disorders can result from imbalances in hormone production or from problems with the glands that produce these hormones
"endoscope"	an inspection instrument composed of image sensor, optical lens, light source and mechanical device, which is used to look deep into the body by way of openings such as the mouth or anus
"ESG"	environmental, social and governance
"Ex-factory Prices"	a discounted price of the merchandise bought directly from the manufacturer
"foundation model" or "FM"	a large-scale machine learning model pre-trained on extensive datasets, designed for broad generalization and capable of being fine-tuned for various downstream tasks
"GMP"	good manufacturing practice, a system for ensuring that products are consistently produced and controlled according to quality standards
"habitual abortion" or "recurrent miscarriage"	defined as three or more consecutive pregnancy losses before 20 weeks of gestation, often associated with underlying reproductive health issues
"hematology"	the branch of medicine concerned with the study of the cause, prognosis, treatment, and prevention of diseases related to blood
"hematological malignancies"	a type of cancer that begins in blood-forming tissue, such as leukemia or lymphoma
"histopathology"	the microscopic examination of tissue in order to study the manifestations of disease
"ICSI"	intracytoplasmic sperm injection

"IHC" or "immunohistochemical techniques"	a laboratory technique that uses antibodies to detect specific antigens in biological tissues, allowing visualization under a microscope; commonly used in pathology to identify disease markers
"in vitro"	in glass in Latin, studies in vitro are conducted outside of a living organism in a laboratory environment using test tubes, petri dishes, etc. using components of an organism that have been isolated from their usual biological surroundings, such as microorganisms, cells or biological molecules
"ISO"	international organization for standardization, its standards provide a framework for consistent practices and processes. They cover everything from manufacturing and technology to agriculture and healthcare
"IU"	international unit, a unit of measurement used in pharmacology to quantify the biological activity or effect of a substance
"IVD"	*in vitro* diagnostic, a type of medical test performed outside the human body using samples such as blood or tissue to detect diseases, conditions, or infections
"IVDD"	*in vitro* diagnostic device, a medical device intended to perform tests on samples taken from the human body (such as blood or tissue) outside the body, to diagnose diseases or other conditions
"IVDR"	*in vitro* diagnostic medical devices regulation, the European Union regulation governing the safety and performance of in vitro diagnostic medical devices
"karyograms" or "karyotype arrangement diagram"	a graphical representation of an individual's chromosomes arranged in pairs by size and centromere position, used to detect chromosomal abnormalities
"L3"	Level 3 partial intelligence, a classification indicating that a system or software can conduct further intelligent analysis and provide auxiliary prompts for abnormalities in most karyotypes. *Guidelines on Grading Standards for Automated Karyotype Analysis Systems (2024)* published by the Medical Genetics Physicians Branch of the Chinese Medical Doctor Association, "L3 level intelligence" refers to "[A] software system capable of performing intelligent analysis and assisting in identifying most chromosomal karyotype abnormalities (both numerical and structural). Analysts must possess professional analytical skills and may intervene at any time for manual fine tuning. The system can generate intelligent reporting outputs for common chromosomal abnormality results based on karyotype expressions and other clinical information of the sample, subject to confirmation by clinical experts." According to Frost & Sullivan, this definition is a widely accepted standard in determining L3 level intelligence for chromosome analysis

"LLM"	Large Language Model, a type of deep learning model trained on massive text datasets, capable of understanding, generating, and summarizing human language
"MaaS"	model as a service, refers to a cloud-based service model that provides access to pre-trained machine learning models and related tools over the internet. These models can be used for a variety of tasks, such as data analysis, prediction, and automation, without requiring users to build and train the models from scratch
"machine learning"	a subset of artificial intelligence where algorithms improve automatically through experience and data analysis, enabling systems to make predictions or decisions without explicit programming
"MDR"	Medical Device Regulation, the European Union regulation governing the production and distribution of medical devices
"metaphase spread"	a preparation of chromosomes from a cell that is in metaphase, used for karyotype analysis
"MRI"	magnetic resonance imaging, a medical imaging technique that uses a strong magnetic field and radio waves to create detailed images of the organs and tissues inside the body
"multi-scale attention"	an AI mechanism that allows the model to focus on features at different spatial or temporal scales
"NT"	nuchal translucency, the measurement of the fluid-filled space at the back of a fetus's neck using ultrasound between 11 weeks and 13 weeks + 6 days of gestation. Increased NT thickness may indicate a risk of chromosomal abnormalities or congenital defects
"obstetric"	the field of study concentrated on pregnancy, childbirth and the postpartum period
"pathology"	the study of disease in general, incorporating a wide range of biology research fields and medical practices
"peripheral blood smear"	a laboratory test that examines the characteristics of blood cells
"pH"	potential of hydrogen or power of hydrogen, a logarithmic scale used to specify the acidity or basicity of aqueous solutions
"preconception screening"	medical testing performed before pregnancy to assess genetic or health risks
"prenatal diagnosis"	the diagnosis of genetic diseases, congenital malformations, and certain metabolic disorders in a fetus through various testing methods before birth

"principal investigator"	the primary individual responsible for design, conduct, reporting and scientific integrity of the research
"quantization distillation"	a model compression technique that combines parameter quantization and knowledge distillation to reduce computational requirements while maintaining performance, enabling efficient deployment on edge or low-resource devices
"QuiPP v2"	Quantitative Individualized Prediction of Preterm birth version 2, a clinical tool or algorithm used to assess the risk of preterm birth in pregnant women
"SCTI"	Medical Imaging AI Integrated Storage, Computation, Training and Inference (醫學影像 AI 存算訓推一體機) Server, our self-developed, software and hardware integrated, local deployed system. It includes data storage, computing hardware, and software modules for AI model training and inference
"special stains"	specific types of histological stains used in pathology to highlight particular structures or substances within tissue samples that are not readily visible with routine staining methods
"Sunshine Procurement"	a public procurement process in China for medical products, ensuring transparency and compliance
"Transformer architecture"	a type of artificial neural network framework commonly used in the development of deep learning models. It is a publicly available framework widely adopted across the industry and does not require any license or prior authorization for use
"unified task representation"	an AI framework that abstracts diverse tasks into a common output space, enabling a single model to handle multiple types of analysis
"uterine malformations"	a type of female genital malformation resulting from an abnormal development of the Müllerian ducts during embryogenesis
"X-ray"	a form of high-energy electromagnetic radiation with a wavelength shorter than those of ultraviolet rays and longer than those of gamma rays
"zero-code"	a software development or application-building approach that allows users to create, design, and deploy applications or workflows without writing any code.

This prospectus contains certain forward-looking statements relating to our plans, objectives, beliefs, expectations, predictions and intentions, which are not historical facts and may not represent our overall performance for the periods of time to which such statements relate. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks, uncertainties and other factors facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our business strategies and plans to achieve these strategies;
- our ability to complete the development and obtain the relevant requisite regulatory approvals of our products and product candidates;
- our product candidates under development or planning;
- our ability to attract customers and further enhance our brand recognition;
- our future debt levels and capital needs;
- changes to the political and regulatory environment in the industry and markets in which we operate;
- changes in competitive conditions and our ability to compete under these conditions;
- future developments, trends and conditions in the industry and markets in which we operate;
- effects of the global financial markets and economic crisis;
- our financial conditions and performance;
- our dividend policy, if any; and
- changes or volatility in interest rates, foreign exchange rates, equity prices, volumes, operations, margins, risk management and overall market trends.

In some cases, we use the words "aim", "anticipate", "believe", "can", "continue", "could", "estimate", "expect", "going forward", "intend", "ought to", "may", "might", "plan", "potential", "predict", "project", "seek", "should", "will", "would" and similar expressions to identify forward-looking statements. In particular, we use these forward-looking statements in the sections headed "Business" and "Financial Information" in this prospectus in relation to future events, our future financial, business or other performance and development, the future development of our industry and the future development of the general economy of our key markets. The forward-looking statements are based on our current plans and estimates and speak only as of the date they were made. We undertake no obligation to update or revise any forward-looking statements in light of new information, future events or otherwise. Forward-looking statements involve inherent risks and uncertainties and are subject to assumptions, some of which are beyond our control. We caution you that a number of important factors could cause actual outcomes to differ, or to differ materially, from those expressed in any forward-looking statements.

Our Directors confirm that the forward-looking statements are made after reasonable care and due consideration. Nonetheless, due to the risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus might not occur in the way we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking statements in this prospectus. All forward-looking statements contained in this prospectus are qualified by reference to this cautionary statement.

An investment in our H Shares involves significant risks. You should carefully consider all of the information in this prospectus, including the risks and uncertainties described below, as well as our financial statements and the related notes, and the "Financial Information" section, before making an investment in our H Shares. Particularly, we are a company seeking to list on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules. Our operations and the industry in which we operate involve certain risks and uncertainties, some of which are beyond our control and may cause you to lose all your investment in our H Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. The trading price of our H Shares could decline due to any of these risks. These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in "Forward-looking Statements" in this prospectus. You should seek professional advice from your relevant advisers regarding your prospective investment in the context of your particular circumstances.

RISKS RELATING TO THE DEVELOPMENT OF OUR CORE PRODUCT AND PRODUCT CANDIDATES

Our future growth depends on the successful development and commercialization of our Core Product and product candidates. If we are unable to successfully complete clinical development, obtain and maintain regulatory approval, commercialize our Core Product and product candidates, or keep up with industry and technology developments, or if we experience significant delays in doing so, our business will be materially harmed.

Our business depends on the successful development, regulatory approval, and commercialization of our intelligent medical imaging products across clinical fields including reproductive healthcare, hematological malignancies and radiological protection. These include our Core Product AI AutoVision®, as well as other product candidates such as Hematocyte Analysis Software, Histopathological Analysis Software, Obstetric Ultrasound Analysis Software and Intelligent Handheld Ultrasound Analysis Software.

While we have achieved successful commercialization of our iMed MaaS® platform across diverse clinical settings during the Track Record Period, we may not be able to successfully develop and commercialize our Core Product and other product candidates due to factors such as successful enrollment in and completion of clinical trials, favorable safety and efficacy data from clinical trials, regulatory approvals, commercialization capabilities, medical insurance coverage and reimbursement, intellectual property protection and success in launching product candidates. If we fail to achieve one or more of these factors in a timely manner or at all, we could experience delays, increased costs, or an inability to commercialize our Core Product and/or product candidates successfully. This may materially harm our business, financial condition, and results of operations.

Product development involves a time- and cost-consuming process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results.

Clinical development is expensive, time-consuming, and inherently uncertain, which could materially and adversely affect our business and prospects. The development and commercialization of our Core Product and product candidates require substantial investments of financial resources and time. There is no assurance that our proprietary and self-developed iMedImage® foundation model and/or AI AutoVision® will lead to successful commercialization or widespread clinical acceptance.

Clinical trials and regulatory approval processes are lengthy, costly, and uncertain. The results of preclinical or early studies may not be predictive of clinical studies, and initial or interim results of clinical trials may not guarantee favorable or conclusive results in the final stages of development. Variability in trial outcomes can result from differences in procedures, patient populations, endpoints, or other factors. Even after demonstrating safety and efficacy in clinical

trials, regulatory authorities may withhold or delay approvals based on their review of the data, changes in regulatory standards, or other unforeseen factors. Additionally, delays or setbacks in clinical trials may occur due to factors outside of our control, such as challenges in recruiting or retaining patients, securing sufficient clinical trial sites, or manufacturing and supplying our products. Any failure to successfully complete clinical trials, obtain necessary regulatory approvals, or demonstrate the clinical and economic value of our products could significantly and adversely impact our ability to commercialize our pipeline and achieve profitability.

If we encounter difficulties enrolling subjects or encounter difficulties or delays in collecting samples or procuring requisite test samples in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of subjects who remain in the trial until its conclusion. We may experience difficulties in subject enrollment for a variety of reasons, such as the size and nature of subject population, eligibility criteria defined and patients' perception of the clinical trial.

Our clinical trials will likely compete with other trials for similar patient populations. This competition could reduce the number and types of subjects available to us because some patients who might have opted to enroll in our trials may instead choose to participate in trials conducted by others. Furthermore, the number of qualified clinical investigators and clinical trial sites is limited, and we expect to conduct some of our clinical trials at sites that are also used by our competitors. This overlap may further reduce the number of subjects available for our trials at such sites.

We may encounter difficulties or delays in collecting samples or procuring requisite test samples in our clinical trials.

The timely completion of our clinical trials depends on several factors, including our ability to collect, process, and analyze sufficient high-quality test samples from enrolled patients. We may encounter difficulties or delays in procuring test samples for various reasons, such as logistic challenges in collecting and transporting samples, integrity challenges in maintaining quality of samples during collection and transportation, delays in patient enrollment, limitations set by clinical trial protocols, limited availability of trial sites, and patients' willingness to consent to sample collection or participation.

Even if we are able to enroll patients and collect samples, delays in the collection or processing of test samples may result in increased costs, extended timelines, or changes to trial design, all of which could negatively impact the timing or outcome of our clinical trials. Delays in completing — or the termination — of any clinical trial could materially and adversely affect our ability to obtain the requisite regulatory approvals needed to commercialize our Core Product and other product candidates. This would materially harm our business, financial condition, and results of operations.

The data we gather in our research and development may be affected by factors unrelated to our Core Product and other product candidates or out of our control, which could adversely affect the reliability of our clinical results or analyses.

We collect, aggregate, process and analyze data when we identify a promising product candidate and while conducting evaluation of preclinical studies and clinical trials. During the process, the overall quality of data collected or accessed may be affected by many factors that are unrelated to the tested product candidates and out of our control. For example, we cannot assure the trial subjects' full compliance with the trial protocols. Additionally, we cannot guarantee that all of our employees would strictly comply with the good clinical practice (GCP) standards or other related guidelines and regulations when collecting or accessing preclinical and/or clinical data. We may not be able to discover every data issue and error when monitoring and auditing our data.

Such factors may negatively affect the reliability of our trial results and analyses and the NMPA or other regulatory authorities may require us to perform additional or repeat clinical trials before approving our marketing applications. Major issues in data integrity could also subject us to

questions or claims from the NMPA or other relevant authorities, and may expose us to liability relating to our storage, handling, submission, delivery or display of clinical data. Although we maintain insurance coverage for clinical trials, this coverage may prove to be inadequate or could cease to be available to us on acceptable terms, if at all. Even unsuccessful claims could result in substantial costs and diversion of management time, attention and resources. A claim brought against us that is uninsured or under-insured could harm our business, financial condition and results of operations. Any such claims or proceedings brought against us may negatively impact our business, prospects and reputation.

Our success depends on our ability to provide reliable, high-quality data and analysis and to rapidly evolve to meet our customers' needs. If our products, or similar medical imaging systems or products available in the market in general, do not meet the expectations of customers, our operating results, reputation and business could suffer.

Our success depends on our ability to provide reliable, high-quality data and analysis and to rapidly evolve to meet our customers' and patients' needs. Our proprietary intelligent medical imaging products are designed to provide solutions across clinical fields including reproductive healthcare, hematological malignancies and radiological protection. However, there is no assurance that our system and devices will perform as expected at all times. If our tests fail to accurately detect chromosomal numerical, structural abnormalities or make other errors, our operating results, reputation and business could be materially and adversely affected. We classify variants in accordance with guidelines that are subject to change and subject to our interpretation. There can be flaws in the databases, third-party tools, algorithms we use, and in the software that handle automated parts of our classification protocol. If we receive poor quality or degraded samples, our tests may be unable to accurately detect or we may fail to or incompletely or incorrectly identify chromosomal numerical and/or structural abnormalities, which could have a significant adverse impact on our business. In addition, patients also rely on the interpretations by physicians of the chromosome analysis results and we are not able to ensure the interpretations will be correct and complete. Inaccurate results or misunderstanding of, or inappropriate reliance on, the information we provide to our customers could lead to termination of our services or claims against us.

In addition, our success depends on the market's confidence in chromosome karyotyping auxiliary diagnostic software and intelligent medical devices in general. If other chromosome karyotyping auxiliary diagnostic software and intelligent medical devices do not perform to expectations, it may result in lower confidence in our industry in general and will then adversely affect our business.

We may allocate our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may later prove to be more profitable or for which there is a greater likelihood of success.

As we have limited financial and managerial resources, we focus our product pipeline on research programs and product candidates that we identify for selected indications. There can be no assurance that we will be successful in identifying new product candidates in the future. Product candidates that we identify may later exhibit safety issues, or other characteristics that make them unsuitable for commercialization or unlikely to receive regulatory approvals. As a result, we may forgo or delay pursuing opportunities with other products or for other indications that could later prove to have greater commercial potential or a higher likelihood of success.

Our spending on current and future research and development programs may not yield any commercially viable products. The inherent uncertainty of clinical trials and regulatory approval processes means that even significant investments in selected product candidates may fail to achieve commercialization. Furthermore, if we misjudge the commercial potential or target market for a particular product, we risk relinquishing valuable rights through licensing, collaboration, or royalty arrangements in cases where it may have been more advantageous to retain sole development and commercialization rights. Conversely, we may allocate internal resources to a product or therapeutic area in which a partnering arrangement would have been more beneficial. Any such missteps in resource allocation or strategic decision-making could limit our ability to maximize the potential of our pipeline, delay our growth, and materially and adversely affect our business, financial condition, and results of operations.

Our employees, collaborators, service providers, independent contractors, principal investigators and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could result in delay or failure to develop our product candidates.

We are exposed to the risk that our employees, collaborators, service providers, independent contractors, principal investigators, and vendors may engage in fraudulent or other illegal activities in connection with our business. Misconduct by these individuals or entities could include intentional, reckless, or negligent conduct or unauthorized activity that violates the regulations of the NMPA or other regulatory authorities, including laws requiring the reporting of true, complete, and accurate information and data to such authorities. Such misconduct may also involve violations of data privacy, security, fraud and abuse, and other healthcare laws and regulations in the PRC and other relevant jurisdictions.

We may not be able to identify or deter misconduct by our employees or third parties, and the safeguards we have in place to prevent such activities may not effectively control unknown or unmanaged risks. Failure to detect or prevent such misconduct could expose us to government investigations, regulatory actions, or lawsuits, which could severely delay or disrupt our research and development programs or our ability to obtain regulatory approvals for our product candidates or result in penalties, damages or monetary fines on us, which would have a material and adverse effect on our financial condition and results of operations.

RISKS RELATING TO THE COMMERCIALIZATION, SALES AND DISTRIBUTION OF OUR PRODUCTS

Our financial performance rely on the successful commercialization of our Core Product. Failure to achieve the anticipated revenue of AI AutoVision® may have a material adverse impact on our business and results of operations.

While we expect revenues from our existing commercialized products to continue to account for a material portion of our total revenue in the near future, our future growth in revenues relies on the successful commercialization of our Core Product and other product candidates, particularly AI AutoVision®. However, the demand for AI AutoVision® may not meet anticipated levels, and there is no assurance that we will achieve expected sales volumes, pricing levels, or profit margins. These factors may be adversely affected by competition, pricing pressures, introduction of substitute products, disruptions in manufacturing or sales, product quality issues, or lack of medical insurance coverage.

If we fail to address these risks in a timely and effective manner, we could face significant delays or be unable to successfully commercialize our product candidates. This may result in insufficient revenues and cash flows to sustain our operations and could materially harm our business. Failure to expand and diversify our product portfolio may increase our exposure to risks associated with reliance on a single product, which could further negatively impact our business and financial outlook.

The commercial success of our products depend on the degree of market acceptance and penetration rate among the medical community.

Our product candidates, if approved, may nonetheless fail to gain sufficient market acceptance by physicians and patients and others in the medical community. For example, there is no assurance that physicians, patients, and healthcare institutions will adopt or be willing to rely on intelligent software for chromosome karyotype analysis in clinical practice. If our current product and future approved product do not achieve an adequate level of acceptance, we may not generate significant product sales revenue and we may not become profitable. The degree of market acceptance of our product candidates, if approved for commercial sale, will depend on a number of factors, including, but not limited to: (i) the clinical indications for which our product candidates are approved, (ii) physicians, hospitals, medical treatment centers and patients considering our product candidates as a safe and effective medical screening and diagnostic equipment, (iii) the potential and perceived advantages of our product candidates over alternative diagnostic equipment, (iv) the timing of market introduction of our product candidates as well as competitive products, (v) the acceptance of physicians, patients and hospitals in using advanced technology in clinical practice, such as the

utilization of medical imaging technology platform in chromosome karyotype analysis, (vi) the availability of adequate coverage and reimbursement in the PRC, or from third-party payers and government authorities in other jurisdictions, (vii) price control or downward adjustment by the government authorities or other pricing pressure, (viii) relative convenience and ease of administration, including as compared to alternative treatments and competitive therapies, and (ix) the effectiveness of our sales and marketing efforts.

If any products that we commercialize fail to achieve market acceptance among physicians, patients, hospitals, medical treatment centers or others in the medical community, or if we are unable to price our new products competitively as compared to similar products in the market or other alternative options, or if there is insufficient demand for our new products once they are introduced to the market, we will not be able to generate revenue as we expect. Even if our product candidates achieve market acceptance, we may not be able to maintain such market acceptance over time if new products or technologies are introduced that are more favorably received than our product candidates, are more cost-effective or render our product candidates obsolete. Our failure to achieve or maintain market acceptance for our product candidates would materially adversely affect our business, financial condition, results of operations and prospects.

Guidelines, recommendations and studies published by various organizations may disfavor our products.

Government agencies, professional societies, practice management groups, private health and science foundations and organizations focused on various diseases may publish guidelines, recommendations or studies that affect demand for our products. See "Regulatory Overview — Laws and Regulations Relating to Medical Devices" in this prospectus. Any such guidelines, recommendations or studies that reflect negatively on our products, either directly or relative to the product candidates offered by our competitors, could diminish demand for our product candidates and adversely impact our future sales revenues. Furthermore, the sales of our product depends in part on our ability to educate patients and members of the medical community (including healthcare providers) about our products. Our ability to convey our messages effectively may be negatively impacted by the publication of guidelines, recommendations or studies on our product and product candidates.

We face substantial competition in our industry and our competitors may discover, develop or commercialize competing products before us or more successfully than we do.

The development and commercialization of new intelligent medical imaging products is highly competitive. We face competition primarily from other major companies focusing on the development of medical imaging and diagnosis systems and devices worldwide, some of which currently market and sell, or are pursuing the development of such products. According to Frost & Sullivan, the chromosome karyotype analysis system market in China is relatively concentrated. As of the Latest Practicable Date, there were approximately 17 market participants engaging in the provision of chromosome karyotype analysis products and services in China. Among the approved products, there were five automatic cell harvesters and two integrated slide preparation and staining machines. In addition, 40 microscopic image scanners had been approved, while 11 karyotype analysis software systems had also been approved. As of the Latest Practicable Date, all such products are classified as Class I or Class II medical devices. Class I devices are filed with the relevant municipal AMRs, Class II devices are registered with the provincial MPAs, and Class III devices require registration with the NMPA. However, no Class III medical device registration certificate has yet been issued in this segment.

Moreover, technological advancements and intensifying industry competition may increase pricing pressure for our products and product candidates, especially if advanced products with favorable prices enter the market. In addition to pricing pressure, shifts in customer preferences and procurement decisions, such as selecting competing or alternative products, could lead to substitution and loss of our market share. These dynamics could exert downward pricing pressure on our product candidates, directly lowering our sales revenues and margins, which could materially and adversely affect our business, financial condition, and results of operations.

The market opportunities for our products may be uncertain, which could render some products ultimately unprofitable even if commercialized.

We estimate the extent of market opportunities for our product and product candidates by analyzing information from various third-party sources, such as information and statistics from official government sources, scientific literature and industry reports. We also use such estimates to make decisions regarding our product development strategies, including whether or not to prioritize the development of a particular product candidate. However, we believe that the information originated from appropriate sources and was extracted and reproduced after taking reasonable care. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, the information and statistics from official government sources has not been independently verified by us, the Sole Sponsor, the Sponsor-overall Coordinator, Overall Coordinators, the Capital Market Intermediaries, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their respective directors and advisers, or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy. These estimates may be based on imprecise or inaccurate data, leading us to over- or under-estimate market opportunities for certain products, which will affect our resource allocation decisions.

The market opportunities available will depend on, among others, the degree of acceptance for our products by the medical community, patient access, pricing and availability of government or commercial insurance and reimbursement. From time to time, we may discover that demand for our products is lower than anticipated due to the smaller-than-expected target patient population, availability of other more effective or accessible therapies and difficulty in identifying or approaching new patients. Such unfavorable developments may materially and adversely affect our prospects, business and results of operations.

We rely on distributors to sell our products and we may fail to maintain, expand and optimize an effective distribution network for our products.

As of September 30, 2025, we had a network of 75 distributors across China which we rely on to distribute our products in order to meet market demand and maintain our market share in the PRC. See "Business — Commercialization and Sales — Distribution" of this prospectus. Our ability to maintain and expand our business and satisfy the demand for our products will depend on our ability to maintain, expand and optimize a distribution network that timely delivers our products throughout China where we generate market demand through our sales and marketing activity, or otherwise. We mainly rely on third-party distributors over whom we have limited control. Since our distributors do not sell our products on an exclusive basis, our products also compete with similar products from our competitors sold by our distributors.

Moreover, in line with industry practice, we typically enter into agreements with our distributors for a term of one year. Our distributors might elect not to renew their agreements with us or otherwise terminate their business relationships with us for various reasons. We may not be able to establish relationships on commercially acceptable terms with new distributors to cover these areas. In the event that a significant number of our distributors terminate their relationships or reduce their purchase amounts, or we are otherwise unable to maintain and expand our distribution network effectively, our sales volumes and business prospects could be adversely affected.

Furthermore, with regards to our distributorship model, we have limited control to manage the activities of our distributors, who are independent from us. We cannot assure that our distributors will fully comply with or satisfy the terms set forth in the distribution agreements, which may include, among other things, (i) failing to meet certain target sales amounts; (ii) selling our products outside their designated distribution territories; (iii) failing to comply with regulatory requirements; (iv) failing to provide proper training and other services to our end customers; or (v) violating applicable laws, including the anti-corruption laws of China or other countries. In addition, our distributors may engage sub-distributors to market and sell our products, but we generally lack direct contractual relationships with them, relying instead on our distributors to manage and supervise the sub-distributors they engage. Failure to adequately manage our network of

distributors, or non-compliance by distributors with our distribution agreements could harm our corporate reputation and disrupt our sales. In such cases, our financial condition and results of operations could be materially adversely affected.

We may fail to expand our sales network to cover new sales.

We rely on direct sales customers such as hospitals, healthcare centers and medical research institutions to sell our products. Our ability to maintain and grow our business will depend on our ability to maintain an effective sales network that ensure timely distribution of our products. In 2023 and 2024 and for the nine months ended September 30, 2025, our direct sales revenue amounted to RMB25.4 million, RMB34.6 million, and RMB76.5 million, respectively, representing 48.0%, 49.2%, and 68.6% of our revenue, respectively. If we are unable to maintain and expand our relationships with our direct sales customers, sales volumes or margin of our existing and future products may be adversely affected.

We provide our customers with technical support, such as training in the basic technologies of our products and participating in presentations to physicians and hospitals. Our customers face a learning process with respect to our products and product candidates, particularly for those newly introduced to the market. We cannot assure you that our customers will be able to gain the required knowledge in a timely manner or at all.

The growth and success of our business depends on the performance of us and our distributors in tender processes of our direct sale customers and end customers.

Hospitals, healthcare centers and medical research institutions may organize tenders for procurement of medical devices. The procedures of such public tenders vary from hospital to hospital and from region to region, and there could be uncertainties with respect to the timing of such procedures. As a result, we are primarily dependent on experienced local distributors during such procedures. However, we may not always be able to locate a sufficient number of experienced local distributors to participate or succeed in the tender process, and therefore we may face difficulties in maintaining the existing level of sales of our products.

We have historically received government grants for our R&D activities and we may not receive such grants or subsidies in the future.

We have historically received government grants in the form of subsidies for certain of our product development projects. In 2023 and 2024 and for the nine months ended September 30, 2024 and 2025, we recognized government grants as other income and gains of RMB3.6 million, RMB8.5 million, RMB6.0 million and RMB10.4 million, respectively. See "Financial Information — Description of Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income" in this prospectus. Our eligibility for government grants depends on a variety of factors, including the assessment of our improvement on existing technologies, relevant government policies, the availability of funding at different granting authorities and the research and development progress made by other peer companies. In addition, the policies according to which we historically received government grants may be halted by the relevant government entities at their sole discretion. There is no assurance that we will continue to receive such government grants or receive similar level of government grants, or at all, in the future.

We explore opportunities to commercialize our products globally, which may expose us to risks associated with conducting business in international markets.

As we grow our business, we intend to cooperate with local sales networks to sell our products outside of China. Should we succeed in doing so, our business is subject to risks associated with doing business globally, including (i) changes in a country or region's political and cultural climate or general economic conditions, (ii) unexpected changes in or high costs associated with complying with laws and regulatory requirements, (iii) difficulties with enforcing contractual provisions in unfamiliar jurisdictions, (iv) potential disputes with foreign partners that may be protracted or more difficult to resolve due to distance and time differences, (v) exposure to litigation or third-party product liability claims outside of China, (vi) concerns voiced by local governments and regulators on arrangements pertaining to our research and clinical trial sites, (vii) inadequate intellectual property protection in other countries, (viii) the possibility of economic sanctions, trade restrictions,

discrimination, protectionism or unfavorable policies against foreign medical device companies, including those from China, (ix) the effects of applicable local tax regimes, royalties and other payment obligations owed to local governments, and (x) fluctuations in local currency exchange rates. Any of such occurrences could negatively affect our expansion plan.

If we experience delays in collecting payments from our customers, our cash flows and operations could be adversely affected.

We generally allow for a credit period of up to twelve months. As of December 31, 2023 and 2024 and September 30, 2025, our trade receivables were RMB6.1 million, RMB32.1 million and RMB20.0 million, respectively. The average turnover days of our trade receivables were 41 days, 99 days and 64 days in 2023, 2024 and for the nine months ended September 30, 2025, respectively. If our customers' cash flows, working capital, financial condition or results of operations deteriorate, they may be unable, or they may otherwise be unwilling, to make payments owed to us promptly or at all. Any substantial defaults or delays could materially and adversely affect our cash flows, and we could be required to terminate our relationships with customers in a manner that will impair the effective distribution of our products.

The sizes of the markets for our current and future products have not been established with precision, and may be smaller than we estimate, and we may not be able to fully capture the target populations of our products.

Our estimates of the total addressable markets and target population for our current products and candidate products are based on a number of internal and third-party estimates, including, without limitation, the size of target populations and the assumed prices at which we can sell the relevant product candidates for markets that have not been established. While we believe our assumptions and the data underlying our estimates are reasonable, these assumptions and estimates may not be correct and the conditions supporting our assumptions or estimates may change at any time, thereby reducing the predictive accuracy of these underlying factors. As a result, our estimates of the total addressable markets and target prices for our current or future products may be proved to be incorrect, which would have a material adverse impact on our business.

Fluctuation, in particular downward change, in pricing and profit margin of our products may have a material adverse effect on our business and results of operations.

Revenue from sales of our medical imaging software and medical devices amounted to approximately RMB43.9 million, RMB40.8 million and RMB48.7 million for 2023, 2024 and the nine months ended September 30, 2025, respectively. We may face downward pricing pressures for our products due to increasing market competition, the launch of competitive products, or evolving regulatory regimes that may impose pricing controls or other restrictive measures. We offer our products to hospitals, healthcare centers and medical research institutions. Additionally, we sell a portion of our products to distributors, who purchase our products and further distribute them to downstream customers. For our direct sales to business customers, we negotiate prices on a case-by-case basis. For sales through distributors, the distributors negotiate and set retail prices directly with their customers, subject to the suggested resale prices specified in the distributorship agreement. However, distributors may not sell our products below the suggested resale price without our prior consent.

The pricing of our products is subject to several factors, including the availability of alternative products, end-user demand, and physician preferences. As competition increases in the medical screening market, our direct customers, such as hospitals, healthcare centers and medical research institutions, may gain greater bargaining power. If they demand lower prices for our products, it could reduce our profitability, which would materially and adversely impact our results of operations. For our distributors, downward pressure on resale prices due to competition or other factors could reduce their profitability and incentives to purchase and promote our products. Additionally, distributors may gain greater bargaining power for various reasons and demand lower order prices from us. If we are forced to lower the prices we charge distributors, it could have a material adverse impact on our business, financial performance, and results of operations.

RISKS RELATING TO THE MANUFACTURING AND SUPPLY OF OUR PRODUCTS

We rely on a limited number of suppliers, and may not be able to secure a stable supply of qualified raw materials at all times or at all.

We rely on a limited number of third-party suppliers to supply key raw materials used in the research, development and manufacturing of our product candidates, such as metals, polymers, electronic components, biological materials, and packaging materials essential for production. We cannot assure you that we will be able to secure a stable supply of qualified raw materials at all times going forward, even though we believe we have built up stable relationships with our existing suppliers. We cannot assure you that we will be able to identify an alternative qualified supplier in a timely manner or at all, in the event any of our existing suppliers terminate their contracts with us or are no longer qualified.

Majority of our raw materials, consumables, equipment and packaging materials we procure for our product development and production are widely available. We primarily source materials domestically to ensure a reliable and efficient supply chain. During the Track Record Period, a small proportion of raw materials, consumables, equipment and packaging materials were imported from Germany and Japan. As some of suppliers are located outside China, trade or regulatory embargoes imposed by foreign countries or China could result in delays or shortages of our raw materials. If we are forced to purchase raw materials from domestic suppliers whose prices are higher than those offered by foreign suppliers, our costs will increase and our business could be harmed. Furthermore, general economic conditions could also adversely affect the financial viability of our suppliers, resulting in their inability to provide materials and components used in the manufacture of our products. In addition, due to the rigorous regulations and requirements of the NMPA and/or foreign regulatory authorities regarding the manufacture of our products (including the need for approval of any change in supply arrangements), we may have difficulty establishing additional or replacement sources in a timely manner or at all if the need arises. Any change in suppliers could require significant effort or investment in circumstances where the items supplied are integral to product performance or incorporate unique technology, and the loss of existing supply contracts could have a material adverse effect on us.

If we are unable to support demand for our existing or future tests and products, including ensuring that we have adequate capacity to meet increasing demand, our business could suffer.

To meet anticipated market demand for our tests and products, we may need to increase, or scale up, the production capacity and the utilization rate in the future. Advances in manufacturing technologies may render our facilities and equipment inadequate or obsolete, and therefore we may also need to develop advanced manufacturing technologies and process controls in order to fully utilize our facilities. To enhance our production capacity, we also need to expand our production facilities, further upgrade our automated production lines and employ more workers. If we are unable to do so, or if the process to do so is delayed, or if the cost of the planned scale up or upgrade is not economically feasible for us or we cannot find a third-party supplier, we may not be able to supply our products in a sufficient quantity to meet future demand, which would limit our development and commercialization activities and our opportunities for growth.

The expansion process may be lengthy and costly and may divert our management attentions and development resources. Consequently, there can be no assurance that we will be able to increase our overall production capacity or develop advanced technologies and process controls in the manner we contemplate, or at all. Moreover, our plans to increase our production capacity require significant capital investment, and the actual costs of our expansion plan may exceed our original estimates, which could materially and adversely affect the realization of expected return on our expenditures.

There can be no assurance that our existing and future production facilities will be sufficient in the event of any significant change in market demand. In such event, we may have to engage third parties to meet such demand. Consequently, we are exposed to the risks of increased pricing for our sub-contracted production and that the third parties may not comply with our specifications or meet market demand. As a result, our sales volumes and margins for the relevant products could be materially and adversely affected.

The manufacturing processes of our products are highly complex and subject to strict quality controls. If we or any of our suppliers or logistics partners encounter quality problems, including as a result of natural disasters, our business could suffer.

As of the Latest Practicable Date, we have established a comprehensive production system, comprising a total of four production lines, all of which focus on manufacturing medical devices and medical imaging software, with annual designed production capacity of 2,000 units. The manufacturing processes of our products is highly complex and subject to strict quality controls, partly due to rigorous regulatory requirements. In addition, quality is extremely important due to the serious and costly consequences of a product failure. Problems can arise during the manufacturing process for a number of reasons, including equipment malfunction, failure to follow protocols and procedures, raw material problems, software problems, sample contamination, or human error. Furthermore, if contaminants are discovered in the supply of our products or product candidates or in the manufacturing facilities, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination. If these problems arise or if we otherwise fail to meet our internal quality standards or those of NMPA or other applicable regulatory body, our reputation could be damaged, we could become subject to a safety alert or a recall, incur product and professional liability and other costs, product approvals could be delayed, and our business could otherwise be adversely affected.

An increase in the market price of our raw materials and components may adversely affect our financial position and results of operations.

Our production processes require substantial amounts of raw materials, reagents, consumables and components. Material costs represented approximately 59.4%, 67.4% and 68.4% of our cost of sales in 2023, 2024 and the nine months ended September 30, 2025, respectively. Some raw materials and components may be susceptible to fluctuations in price and availability. Significant fluctuations in these prices and availability will have a direct and negative impact on our financial position. During the Track Record Period, our raw materials were generally available and sufficient for our demands, and their price from our suppliers was generally stable. However, we cannot assure you that such situation will continue in the future. A significant increase in the costs of raw materials may increase our costs and negatively affect our financial position and, more generally, our business, financial conditions, results of operation and prospects.

Delays in completing and receiving regulatory approvals for our manufacturing facility, or damage to, destruction of or interruption of production at such facilities, could delay our development plans or commercialization efforts.

We have one production facility as of the Latest Practicable Date, located in Hangzhou, Zhejiang Province, namely the Production Base. Our manufacturing facility will be subject to ongoing, periodic inspection by NMPA or other comparable regulatory agencies to ensure compliance with cGMP. Failure to comply with applicable regulations could also result in sanctions being imposed on us, including fines, injunctions, civil penalties, requirement to suspend or put on hold one or more of our clinical trials, failure of regulatory authorities to grant marketing approval of our product candidates, delays, suspension or withdrawal of approvals, supply disruptions, license revocation, seizures or recalls of products or product candidates, operating restrictions and criminal prosecutions. Any disruption that impedes our ability to manufacture our products or product candidates in a timely manner could materially harm our business, financial condition and operating results.

Our insurance coverage may not reimburse us, or may not be sufficient to reimburse us, for any expenses or losses we may suffer. We may be unable to meet our requirements for our products and product candidates if there were a catastrophic event or failure of our manufacturing facility or processes.

Failure to maintain and predict inventory levels in line with demand for our products could cause us to lose sales or face excess inventory risks and holding costs.

To operate our business successfully and meet our customers' demands and expectations, we must maintain a certain level of inventory for our products to ensure timely delivery when requested. Furthermore, we are required to maintain an appropriate level of inventory of our raw

materials for our commercial production. In 2023 and 2024 and for the nine months ended September 30, 2025, our average inventory turnover days were 614 days, 375 days and 232 days, respectively. However, we maintain our inventory levels based on our internal forecasts which are inherently uncertain. If our forecast demand is lower than actual demand, we may not be able to maintain an adequate inventory level of our products or produce our products in a timely manner, and may lose sales and market share to our competitors. On the other hand, we may be exposed to increased inventory risks due to accumulated excess inventory of our products or raw materials. Excess inventory levels may increase our inventory holding costs, risk of inventory obsolescence or write-offs.

We actively monitor our inventory level and track the flow of our products. However, there is no guarantee that the inventory information we collect is complete and accurate or that such information would allow us to effectively manage our inventory level. If we fail to maintain and predict inventory levels in line with market demand, it could cause us to lose sales or face excess inventory risks and holding costs, either of which could have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATING TO OUR INTELLECTUAL PROPERTY RIGHTS

We may not be able to obtain and maintain sufficient patent protection and other intellectual property protection for our products, product candidates and technologies.

Throughout the Track Record Period, we sought to protect our products and technologies that we consider commercially important by filing patent applications in Chinese mainland, Hong Kong and overseas. Any failure by us to obtain or maintain patent protection with respect to our products and technologies could materially adversely affect our business, financial condition, results of operations and prospects.

Although our core technologies and foundation model are entirely self-developed and not based on licensed or open-source framework, there can be no assurance that our technologies will not be challenged by third parties for alleged infringement of their intellectual property rights. In the event that any such claims arise, we may be required to undertake costly defense, modify or discontinue certain functionalities, or enter into licensing arrangements, which could materially and adversely affect our business operations, results of operations, and financial condition.

The patent application and prosecution processes are expensive, time-consuming and complex, and we may not be able to file, prosecute, maintain, enforce or license all necessary or desirable patents and patent applications at a reasonable cost or in a timely manner in all desirable territories. Furthermore, the patent positions of pharmaceutical and medical device companies are generally highly uncertain, involve complex legal and factual questions, and have been the subject of much litigation in recent years. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are uncertain and we may not be able to prevent competitors from developing and commercializing competitive products in all such fields and territories.

In addition, publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in certain jurisdictions are typically not published until a long period after filing, or in some cases, not at all. Therefore, we cannot be certain that we were the first to make the inventions claimed in our patents or pending patent applications, or that we were the first to file for patent protection of such inventions. China has adopted the "first-to-file" system under which whoever first files a patent application will be awarded the patent if all other patentability requirements are met and no objection are raised by other parties. Under the first-to-file system, if third parties file first, they may be granted a patent relating to a technology which we invented. In addition, under the PRC patent law, any organization or individual that applies for a patent in a foreign country for an invention or utility model accomplished in China is required to report to the CNIPA for confidential examination. Otherwise, if an application is later filed in China, the patent right will not be granted.

Intellectual property rights do not necessarily protect us from all potential threats to the competitive advantage of our products and technologies.

Our ability to maintain a competitive advantage through our products and technologies depends, in part, on our intellectual property rights. However, intellectual property rights have inherent limitations and may not protect us from all potential threats posed by competitors, including other medical device companies. For example, others may independently develop similar products through methods or means that do not technically infringe, misappropriate or otherwise violate our intellectual property rights. Other may also be able to manufacture products that are similar to our products, or apply similar technology that is not covered by the patents we own or license. In addition, we might not be the first to file certain patent applications, and such applications might not lead to issued patents. Furthermore, our competitors might conduct research and development activities in countries where we do not have patent rights and use the information learned to develop competitive products for sale in our major markets. If any of these risks materialize, our ability to protect our products, technologies, and competitive position could be significantly harmed. Moreover, the costs of enforcing our intellectual property rights or defending against third-party claims could be substantial, regardless of the outcome. These factors could adversely affect our business, financial condition, and results of operations.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment, and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

Periodic maintenance fees on any issued patent are due to be paid to the CNIPA and other patent agencies in several stages over the lifetime of the patent. The CNIPA and various governmental patent agencies require compliance with a number of procedural, documentary, fee payment, and other similar provisions during the patent application process. Although an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official actions within prescribed time limits, non-payment of fees, and failure to properly legalize and submit formal documents. In any such event, our competitors might be able to enter the market, which would have a material adverse effect on our business.

Granted patents covering our products or technologies may be challenged and invalidated even after issuance.

The scope of patent protection in various jurisdictions is uncertain. Changes in patent laws or their interpretation in China or other jurisdictions may increase the uncertainties and costs surrounding the prosecution of our patents, diminish our ability to protect our technology advancements, affect the value of our intellectual property, jeopardize ongoing patent applications and/or narrow the scope of our patent rights. We cannot predict whether the patent applications we are currently pursuing, and may pursue going forward, will be granted, or, if granted, whether they could continue to provide sufficient protection from competitors.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our patent rights may be challenged in the courts or patent offices in China, the U.S. and other countries. Furthermore, there is no guarantee that we will be granted patent extensions. On October 17, 2020, the Patent Law of the PRC was amended with effect from June 1, 2021, according to which the patent administration department under the State Council may, upon request, extend terms for invention patents relating to new products that have obtained regulatory approvals for no more than five years, and the total term of the patent right may not exceed 14 years after the regulatory approval for the marketing of a new product. However, a patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of approval, only one patent may be extended, and only those claims covering the products, a method for use, or a method for manufacturing may be extended. Following the expiration of our patents, it is possible that our competitors may develop and market generic version of such products, thereby materially and adversely affecting our ability to compete.

We may be subject to intellectual property infringement, misappropriation claims or other legal challenges by third-parties, which could be costly and time-consuming and, if determined adversely against us, could disrupt our business.

The validity, enforceability and scope of intellectual property rights protection in China are uncertain and still evolving. We cannot be certain that our products, tests and technologies do not or will not infringe patents, software copyrights, trademarks or other intellectual property rights held by third parties. From time to time, we may be subject to legal proceedings and claims alleging infringement of patents, trademarks or copyrights, or misappropriation of creative ideas or formats, or other infringement of proprietary intellectual property rights. Any such proceedings and claims could result in significant costs to us and divert the time and attention of our management and technical personnel from the operation of our business. These types of claims could also potentially adversely impact our reputation and our ability to conduct business and raise capital, even if we are ultimately absolved of all liability. Moreover, third parties making claims against us may be able to obtain injunctive relief against us, which could block our ability to offer one or more devices or tests and could result in a substantial award of damages against us. Intellectual property litigation can be very expensive, and we may not have the financial means to defend ourselves or our customers or collaboration partners.

We may face challenges associated with protecting our intellectual property rights in other jurisdictions.

As of the Latest Practicable Date, we had 56 patents, 18 registered trademarks, 23 software copyrights and nine domain names registered in Chinese mainland, one patent in the U.S. and two registered trademarks in Hongkong, China.

In the event that we are able to commercialize our products on an international scale, we may face challenges associated with protecting our intellectual property rights in other jurisdictions. Filing, prosecuting, maintaining and defending patents in all other countries throughout the world requires significant financial resources and management attention. Moreover, our intellectual property rights in other jurisdictions may be of different scope and strength as compared to those in our target markets. Consequently, we may not be able to entirely prevent third parties from using our intellectual property to produce, sell or import our products in other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products, and may also export otherwise infringing products to jurisdictions where we do not have patent protection or strong patent enforcement rights. Such occurrences may diminish our competitive advantages, prospects and market share.

Patent terms may expire before or soon after our product candidates are approved and we may face risks of early competition due to lack of protection under the applicable patent linkage and patent term extension laws and regulations.

Patents have a limited duration. Depending on the jurisdiction, various extensions may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering our products, their manufacture, or use are obtained, once the patent life has expired, we may be open to competition from competitive products. Manufacturers of the competitive products may challenge the scope, validity, or enforceability of our patents in court or before a patent office, and we may not be successful in enforcing or defending those intellectual property rights and, as a result, may not be able to develop or market the relevant product exclusively, which would have a material adverse effect on any potential sales of that product.

Given the amount of time required for the development and regulatory review of new products, patents protecting such products might expire before or shortly after such products are commercialized. As a result, our owned and licensed patents and patent applications may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. If we are unable to obtain a patent term extension or the term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business could be harmed.

Failure to protect our know-how, trade secrets and other confidential proprietary information, including unpatented know-how and manufacturing technologies, may adversely affect our competitiveness.

In addition to patents and pending patent applications, we rely on know-how, trade secrets and other confidential proprietary information that cannot be patented to maintain our competitive position. To protect such intellectual property, we generally enter into non- disclosure and confidentiality agreements with employees, business partners, consultants, advisers and other third parties. We also enter into standard non-compete agreements with our key personnel. However, we cannot assure you that our employees or other third parties will not intentionally or inadvertently make unauthorized disclosures or uses of our know-how, trade secrets and other confidential proprietary information. Moreover, there may not be adequate remedies readily available to mitigate their unauthorized use or disclosure of our confidential proprietary information. Any enforcement and/or remedial measures that we take may be expensive and time-consuming, and the eventual outcomes may be unfavorable.

In addition, while we typically require our employees who may be involved in the development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. Even if we are successful in prosecuting or defending against such claims, litigation could result in substantial costs and be a distraction to our management and scientific personnel. Any of the foregoing could materially adversely affect our business, financial condition, results of operations and prospects.

We may be subject to claims that our employees, consultants or advisers have wrongfully used or disclosed alleged trade secrets of their former employers or claims asserting ownership of what we regard as our own intellectual property.

Many of our employees, consultants and advisers, including our senior management, were previously employed at other pharmaceutical or medical device companies, including our competitors or potential competitors. Some of these employees, consultants and advisers executed proprietary rights, non-disclosure and non-competition agreements in connection with such previous employment. Although we try to ensure that our employees do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these employees have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's former employer, or that third parties have an interest in our patents as an inventor or co-inventor. We are not aware of any threatened or pending claims related to these matters or concerning the agreements with our senior management, but such claims may rise in the future. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management.

Failure to adequately protect our trade names, trademarks and other intellectual property may affect our ability to build brand recognition.

Our registered and unregistered trade names or trademarks may be challenged, infringed, circumvented or declared generic or infringing on other marks. We may not be able to protect our rights to these trade names and trademarks, which we need to build brand recognition among potential partners or customers in our markets of interest. As our products mature, our reliance on our trademarks to differentiate us from our competitors will increase, and as a result, if we are unable to prevent third parties from adopting, registering or using trademarks and trade dress that infringe, dilute or otherwise violate our trademark rights, or engaging in conduct that constitutes unfair competition, defamation or other violation of our rights, our business could be materially adversely affected.

Additionally, there is no guarantee that we will always be able to successfully register our trade names and trademarks. Failure to do so may prevent us from using our trade names and trademarks under the protection of the relevant laws and regulations, and we risk being accused of infringing other intellectual property rights. In addition, at times, competitors may adopt trade names or trademarks similar to our own and impede our ability to build brand recognition. Over the long term, failure to establish brand recognition based on our trade names and trademarks may prevent us from competing effectively and diminish our future prospects.

Intellectual property litigation may lead to unfavorable publicity that harms our reputation and causes the market price of our H Shares to decline.

During the course of any intellectual property litigation, there could be public announcements of the results of hearings, rulings on motions, and other interim proceedings in the litigation. If securities analysts or investors regard these announcements as negative, the perceived value of our products, product candidates, or intellectual property could be diminished. Accordingly, the market price of our H Shares may decline. Such announcements could also harm our reputation or the market for our products, which could have a material adverse effect on our business.

Our software and AI systems may be subject to cloning, replication or reverse engineering, which could reduce our competitive advantage.

Our business relies in part on proprietary software systems, algorithms and artificial intelligence technologies that support our products and operational processes. Software-based technologies are inherently susceptible to unauthorized copying, reverse engineering or functional replication by competitors or other third parties. In particular, AI systems may be vulnerable to techniques such as model extraction, imitation through repeated querying, or the development of similar models based on publicly available technologies and industry knowledge, which may enable third parties to reproduce similar functionalities without directly accessing our proprietary source code.

If third parties successfully replicate or develop competing technologies with capabilities comparable to our software or AI systems, they may introduce competing products or services more rapidly or at lower cost, which could weaken the technological differentiation of our offerings and intensify market competition. Any such events could adversely affect our competitive position, business, financial condition and results of operations.

RISKS RELATING TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL CAPITAL

We have incurred net losses since our inception and we may continue to incur net losses in the foreseeable future.

Investment in research and development of our products is highly speculative. It entails substantial upfront capital expenditures and significant risk that a product will fail to gain regulatory approval or become commercially viable. We continue to incur significant expenses related to our ongoing operations. As a result, we incurred losses during the Track Record Period. We incurred net loss of RMB56.1 million, RMB43.4 million and RMB36.6 million in 2023 and 2024 and for the nine months ended September 30, 2025, respectively. Substantially all of our operating losses were resulted from costs incurred in connection with our R&D programs and from selling, general and administrative expenses associated with our operations.

We may continue to incur losses for the foreseeable future, and the losses may increase as we expand our development of, and seek regulatory approval for, our products, and commercialize our products. Typically, it takes many years to develop one new products from the time it is designed to when it is available for commercial sales. We will also incur costs in support of our growth. The size of our future net losses will depend, in part, on the number and scope of our product development programs and the associated costs of those programs, the cost of commercializing any product, our ability to generate revenues and the timing and amount of milestones and other payments we make or receive with arrangements with third parties. If any of our product candidates fails in clinical trials or does not gain regulatory approval, or if approved, fails to achieve market acceptance, we may never become profitable. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Our failure to become and remain profitable would decrease the value of our Company and could impair our ability to raise capital, maintain our R&D efforts, expand our business or continue our operations.

We have incurred and may continue to incur net liabilities and net operating cash outflows, which expose us to liquidity risk.

We recorded net liabilities of RMB85.6 million as of December 31, 2023, and may have net liabilities in the future. We recorded net cash outflows from operating activities of RMB47.4 million, RMB29.8 million in 2023 and 2024 and net cash outflows from operating activities of RMB21.6 million for the nine months ended September 30, 2025, respectively. For details, see "Financial Information" in this prospectus. A net liabilities position may expose us to the risk of shortfalls in liquidity. This in turn would require us to seek adequate financing from sources including the Global Offering, and/or other sources such as external debt, which may not be available on terms favorable or commercially reasonable to us or at all. Any difficulty or failure to meet our liquidity needs as and when needed may have a material adverse effect on our business, financial condition, results of operations and prospects.

We may need to obtain substantial additional financing to fund our operations and may not be able to obtain sufficient financing on terms acceptable to us to complete the development and commercialization of our product candidates.

We need to make substantial investments to R&D, clinical evaluations or clinical studies, obtain regulatory approvals, manufacture sufficient quantities of products for clinical and future commercial use and coordinate marketing activities. We also envisage significant funds to be expended on our post-approval commitments such as monitoring the efficacy and safety of our products on the market, if and when they are approved and commercialized. In doing so, we must expend substantial financial resources to fund our continuing and future operations.

During the Track Record Period and up to the Latest Practicable Date, we primarily funded our working capital requirements from bank loans, equity financing and cash generated from our operations. We may continue to rely on such methods, as well as debt financing, collaboration and licensing arrangements or other sources to raise additional capital. If we resort to other financing activities, we will incur financing costs and we cannot guarantee you that the financing may be available when we need them, on terms that are favorable to us, or at all. In the event we enter into collaborations or licensing arrangements in order to raise capital, we may be required to accept unfavorable terms, including relinquishing or licensing to a third party on unfavorable terms our rights to technologies or products that we otherwise would seek to develop or commercialize ourselves or potentially reserve for future potential arrangements when we might be able to achieve more favorable terms. If adequate funding is not available to us on a timely manner, we may have to delay, limit, reduce or terminate preclinical studies, clinical trials or other research and development activities or the manufacturing and commercialization for one or more of our products, which in turn will adversely affect our business prospects.

If we experience delays in collecting payment from distributors, it could adversely affect our operations and cash flow.

We generally grant credit terms of 30 days to our distributors. As of December 31, 2023 and 2024 and September 30, 2025, our trade receivables were RMB6.1 million, RMB32.1 million and RMB20.0 million, respectively. The average turnover days of our trade receivables were 41 days, 99 days and 64 days in 2023, 2024 and for the nine months ended September 30, 2025, respectively. See "Financial Information — Discussion of Certain Selected Items from the Consolidated Statements of Financial Position — Trade Receivables" in this prospectus. If our distributors' cash flow, working capital, financial condition or results of operations deteriorate, they may be unable, or they may otherwise be unwilling, to pay trade receivables owed to us promptly or at all. Any substantial defaults or delays could materially and adversely affect our cash flow, and we could be required to terminate our relationships with distributors in a manner that impairs the effective distribution of our products.

The discontinuation of any government grants or preferential tax treatment currently available to us may adversely affect our business, financial condition and results of operations.

We benefited from government grants and preferential tax treatment during the Track Record Period. We recorded government grants of RMB3.6 million, RMB8.5 million and RMB10.4 million in 2023 and 2024 and the nine months ended September 30, 2025, respectively. Such government

grants primarily included subsidies received from the local governments for the purpose of compensation for expenditure incurred for research and development activities, leases and leasehold improvements, and award for operation performance. Additionally, our Company was recognized as a High and New Technology Enterprise and is subject to a preferential income tax rate of 15% during the Track Record Period.

We cannot assure you that we will continue to receive government grants or preferential tax treatment at the existing levels, or at all. The relevant authorities may issue administrative decisions or modify government policies that reduce the amount of government grants and preferential tax treatment that has been available to us, or end our eligibility to receive such financial subsidies. The discontinuation of government grants or preferential tax treatment currently available to us may adversely affect our results of operations and prospects. Further, prospective investors should note that should there be any changes in the amounts of our government grants and preferential tax treatment in a given year, our financial performance for that period may not be directly comparable to our historical financial results.

We have incurred and may continue to incur share-based payments. The issuance of share-based payment awards may cause dilution to our existing Shareholders and may affect the market price of our H Shares.

In 2023 and 2024 and for the nine months ended September 30, 2025, we recognized share-based payment expenses of RMB6.4 million, RMB0.1 million and RMB35 thousand, respectively. We only granted shares to our certain directors and employees during the Track Record Period. In the future, we may issue options and shares to certain administrative staff, selling and marketing staff, and R&D staff to incentivize their performance and align their interests with ours. As a result, we may incur equity-settled share-based payments, which could have a material adverse effect on our net profits. Furthermore, the grant of equity-accounted share-based payments may result in an immediate and potentially substantial dilution to our existing Shareholders and could result in a decline in the value of our H Shares.

We may face risk regarding investment in an associate, and the share of results of the associate may adversely affect our financial performance.

We recorded investment in an associate of RMB43.0 million, RMB42.9 million and RMB42.9 million, as of December 31, 2023 and 2024 and September 30, 2025, respectively. However, our investment in an associate may not guarantee a share of profits, and any loss incurred by such associate shall be apportioned among our Group and other shareholders of the associate. If the associate does not perform as expected or does not generate sufficient revenue in any financial year, our return of investment in an associate, financial performance and financial position, could be materially and adversely affected.

There can be no assurance that our investment in an associate will achieve the results intended and we may be subject to liquidity risk. Our investments in an associate are not as liquid as other investment products as there is no cash flow until dividends are received even if such associate reported profits under the equity accounting. Furthermore, the possibility to promptly sell one or more of our interests in the associate in response to changing economic, financial and investment conditions is uncertain. The market is affected by various factors, such as general economic conditions, availability of financing, interest rates and supply and demand, many of which are beyond our control. We cannot predict whether we will be able to sell any of our interests in such associate for the price or on the terms set by us, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. Therefore, the illiquidity nature of our investment in an associate may significantly limit our ability to respond to adverse changes in the performance of such associate. In addition, if there is no share of results or dividends from the associate, we will also be subjected to liquidity risk and our financial condition or result or operations could be materially affected. Going forward, from time to time, we may evaluate various investment opportunities, including investment in other associates or joint ventures in relation to associates. Any future investment in associates may entail numerous risks, such as increased cash requirements and additional indebtedness or contingent or unforeseen liabilities.

Fluctuations in changes in fair value of investments measured at fair value through profit or loss may adversely affect our financial results.

During the Track Record Period, we purchased wealth management products with floating rates, which were recorded as financial assets at fair value through profit or loss as set out in the Accountants' Report in Appendix I to this prospectus. The fair value of such financial assets is estimated by discounting the future contractual cash flows at the market interest rate available to our Group for similar financial instruments. The estimation of our financial assets at fair value through profit or loss primarily uses unobservable inputs, such as the expected rate of return of the wealth management products. This requires our management to make estimates about expected future cash flows, credit risk, volatility and discount rates, and hence they are subject to uncertainty. As a result, such treatment of carrying amounts of our financial assets measured at fair value through profit or loss may cause significant volatility in or materially and adversely affect our period-to-period earnings, financial condition and results of operations.

RISKS RELATING TO GOVERNMENT REGULATIONS

All material aspects of the research, development and commercialization of medical device products are heavily regulated and such regulations are subject to change, which may adversely affect multiple aspects of our operation.

We conduct our research, development and commercialization activities in China, which regulate such activities in great depth and detail. Medical device companies, including medical screening solution companies, in China are subject to comprehensive government regulation and supervision encompassing the approval, registration, manufacturing, packaging, licensing and marketing of new products. The process of obtaining regulatory approvals and compliance with appropriate laws and regulations require substantial time and financial resources. Failure to comply with the applicable requirements at any time during the product development, approval, manufacturing, sales and marketing or post-approval approval process, may subject an applicant to administrative or judicial sanctions. These sanctions could include a regulator's refusal to approve pending applications, withdrawal of an approval, license revocation, a clinical hold, voluntary or mandatory product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement or civil or criminal penalties. The failure to comply with these regulations could have a material adverse effect on our business, financial condition and prospects.

In recent years, the regulatory framework in China regarding the medical device industry has undergone significant changes, and we expect that it will continue to evolve. Any such changes may increase compliance costs related to our business, cause delays in or prevent the successful development or commercialization of our products and reduce the current benefits we believe are available to us from developing and manufacturing products in China. PRC governmental authorities have become increasingly vigilant in enforcing laws in the medical imaging industry and any failure by us or our third-party contractors to maintain compliance with applicable laws and regulations may materially and adversely affect our business activities.

We may fail to maintain or renew our product manufacturing license, or other licenses, permits and certificates required for our business.

The process required to obtain approval from the NMPA or other relevant authorities is a lengthy, expensive and uncertain process, and approval is never guaranteed. When we submit a registration application to the regulatory authorities, the regulatory authorities will decide whether to accept or reject the registration application. We cannot be certain that all of our submissions will be accepted for filing and review by the regulatory authorities. In addition, the time required to obtain approval from the regulatory authorities is unpredictable and could take years following the commencement of preclinical studies and clinical trials. Results of such applications depend upon numerous factors and are subject to substantial discretion of the regulatory authorities.

Our products could fail to obtain regulatory approval for many reasons, including uncertainties associated with, or as a result of, our clinical trials results and procedures. However, even if we successfully complete all preclinical studies and clinical trials for our products in compliance with the current regulations of the NMPA or other relevant authorities, we may still face risks of failure to obtain regulatory approval due to factors beyond our control, such as changes in approval policies or regulations that render our preclinical and clinical data insufficient or require

us to amend our clinical trial protocols, regulatory requests for additional analysis, or questions regarding interpretations of data and results and the emergence of new information regarding our products. Any of these occurrences may materially and adversely affect our approval and commercialization timeline and therefore harm our business, financial condition and prospects significantly.

Our products and any future products will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our products and/or product candidates.

Our future approved products will be subject to ongoing or additional regulatory requirements with respect to manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record-keeping, conduct of post-market studies, submission of safety, efficacy, and other post-market information, and other requirements of regulatory authorities in China and other jurisdictions where the product candidates are approved. As such, we will be subject to continual review and inspections by the regulators in order to assess our compliance with applicable laws and requirements and adherence to commitments we made in any application materials with the NMPA or other authorities.

Any approvals that we receive for our product candidates may be subject to other conditions which may require potentially costly post-marketing testing and surveillance to monitor the safety and efficacy of our product candidates. Such limitations and conditions could adversely affect the commercial potential of our future approved products.

The NMPA or comparable regulatory authorities may seek to impose a consent decree or withdraw marketing approval if we fail to maintain compliance with these ongoing or additional regulatory requirements or if problems occur after the product reaches the market. Later discovery of previously unknown problems with our product candidates or with our manufacturing processes may result in revisions to the approved labeling or requirements to add new safety information; imposition of post-market studies or clinical studies to assess new safety risks; or imposition of distribution restrictions or other restrictions. Other potential consequences include, among other things, restrictions or withdrawal from marketing or manufacturing of products, warnings and fines, revocation of licenses, withdrawal of approvals, product seizure, injunctions and the imposition of civil, administrative or criminal penalties.

The policies of the NMPA and other regulatory authorities may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of governmental policies or regulations that may arise from future legislation or administrative actions in China or abroad, where the regulatory environment is constantly evolving. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are unable to maintain regulatory compliance, we may lose any regulatory approval that we have obtained and we may not achieve or sustain profitability.

We may be subject to applicable anti-kickback, false claims, physician payment transparency, fraud and abuse or similar healthcare laws and regulations, which could, in the event of noncompliance, expose us to sanctions, penalties, contractual damages, reputational harm and diminished profits and future earnings.

Healthcare providers, physicians and others play a primary role in the recommendation of any products for which we obtain regulatory approval. Our operations are subject to various applicable anti-kickback, false claims laws, physician payment transparency laws, fraud and abuse laws or similar healthcare and security laws and regulations in China, including, without limitation, criminal law of the PRC, Regulations on the Supervision and Administration of Medical Devices (《醫療器械監督管理條例》) and the Administrative Measures for the Registration and filing of Medical Devices (《醫療器械註冊與備案管理辦法》). These laws may impact, among other things, our proposed sales, marketing and education programs. Violations of fraud and abuse laws may be punishable by criminal and/or civil sanctions, including penalties, fines and/or exclusion or suspension from governmental healthcare programs and debarment from contracting with the PRC government.

Law enforcement authorities are increasingly focused on enforcing these laws, and some of our practices may be challenged under these laws. Efforts to ensure that our business arrangements with third parties comply with applicable healthcare laws and regulations will involve substantial costs. Governmental authorities could conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, disgorgement, monetary fines, possible exclusion from participation in governmental healthcare programs, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of our operations, any of which could adversely affect our ability to operate our business and our results of operations. In addition, we are subject to equivalents of each of the healthcare laws described above in other jurisdictions, among others, some of which may be broader in scope and may apply to healthcare services reimbursed by any source, not just governmental payers, including private insurers. There are ambiguities as to what is required to comply with these requirements, and if we fail to comply with an applicable law requirement, we could be subject to penalties.

If any of the physicians or other providers or entities with whom we do business are found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs, which may also adversely affect our business.

We may be unable to fully comply with regulation and potential liability related to privacy, data protection and information security.

We routinely receive, collect, generate, store, process, transmit and maintain health information and other personal or sensitive information. As such, we are subject to the relevant national and international data protection and privacy laws, directives regulations and standards that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data in China, as well as contractual obligations. These data protection and privacy law regimes continue to evolve and may result in ever-increasing public scrutiny and escalating levels of enforcement and sanctions and increased costs of compliance. Failure to comply with any of these laws could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, and results of operations or prospects.

Such data protection and privacy laws and regulations generally require data processor and their personnel to protect the privacy of their enrolled subjects and prohibit unauthorized disclosure of personal information. If such data processor or personnel divulge the subjects' private or medical records without their consent, they will be held liable for damage caused thereby. However, these measures may not be always effective. For example, our information technology systems could be breached through hacking activities, and personal information could be leaked due to theft or misuse of personal information arising from misconduct or negligence. We also cooperate with third parties including hospitals, CROs and other third-party contractors and consultants for our operations. Any leakage or abuse of patient data by our third-party partners may be perceived by the patients as a result of our failure. Any failure or perceived failure by us to prevent information security breaches or to comply with privacy policies or privacy-related legal obligations, or any compromise of information security that results in the unauthorized release or transfer of personally identifiable information or other patient data, could cause our customers to lose trust in us and could expose us to legal claims.

Any change in the regulations governing the use of personal data in China, which are still under development, and any failure to comply with such current or future regulations, could adversely affect our business and reputation.

In the ordinary course of our business, we collect and store sensitive personal information, including health information owned or controlled by ourselves or our customers and other parties in China. Any such unauthorized access, loss, or dissemination of information could result in legal claims, proceedings or liability under PRC laws and regulations that protect the privacy of personal information.

However, the laws and regulations regarding privacy and data protection in China, as well as other jurisdictions, are generally complex and evolving, with uncertainty as to the interpretation and application thereof. As such, we cannot assure you that our privacy and data protection measures are, and will be, always considered sufficient under applicable laws and regulations. If we are unable to comply with the applicable laws and regulations, or to address any data privacy and protection concerns, such actual or alleged failure could damage our reputation, deter current and potential customers from using our tests and could subject us to significant legal, financial and operational consequences.

RISKS RELATING TO OUR RELIANCE ON THIRD PARTIES

Our relationship with certain principal investigators, KOLs and leading hospitals may affect the clinical development and future marketing of our products.

Our relationships with principal investigators, KOLs, and leading hospitals play an important role in our R&D and marketing activities. We implement a highly responsive R&D strategy by establishing extensive interaction channels with principal investigators, KOLs, leading hospitals to gain first-hand knowledge of clinical needs and clinical practice trends, which is critical to our ability to develop new market-responsive products and improve our existing products. We plan to enhance our collaborations with KOLs, top hospitals and academic institutions, to ensure our timely access to up-to-date research and support our existing and future pipeline.

However, we cannot assure you that we will be able to maintain or strengthen our clinical collaborations and relationships with principal investigators, KOLs and leading hospitals, or that our efforts to maintain or strengthen such relationships will yield the successful development and marketing of new products. These industry participants may leave their roles, change their business or practice focus, choose to no longer cooperate with us or cooperate with our competitors instead. Even if they continue to cooperate with us, their market insights and perceptions, which we take into account in our R&D process, may be inaccurate and lead us to develop products that do not have significant market potential. Even if their insights and perceptions are correct, we may fail to develop commercially viable products. If we are unable to develop new products or generate returns from our relationships with industry participants as anticipated, or at all, our business, financial condition and results of operations may be materially and adversely affected.

We may form or seek collaborations or strategic alliances in the future, and we may not realize the benefits of such collaborations or alliances.

We face significant competition in seeking appropriate strategic partners and the negotiation process, which is time-consuming and complex. Moreover, we may not be successful in our efforts to establish a strategic partnership or other alternative arrangements for our products, because a majority of them may be deemed to be at too early of a stage of development for collaborative effort and potential partners may not view our products as having the requisite potential to demonstrate safety and efficacy or commercial viability. Furthermore, there are inherent risks associated with collaborations, such as discretion of collaboration partners, uneven contributions and commitments, exclusivity, potential disputes and ramifications of termination.

We may not be able to realize the benefit of current or future collaborations, if we are unable to successfully integrate such collaborations with our existing operations and company culture, which could delay our timelines or otherwise adversely affect our business. We also cannot be certain that, following a strategic transaction or license, we will achieve the revenue or other financial benefits that justify such transaction. If we are unable to reach agreements with suitable collaborators on a timely basis, on acceptable terms, or at all, we may have to curtail or delay the development or commercialization of one or more of our products, reduce the scope of any sales or marketing activities, or increase our expenditures and undertake such development or commercialization activities at our own expense. As a result, we may not be able to further develop our products or bring them to market and generate product sales revenue, which would harm our business prospects, financial condition and results of operations.

RISKS RELATING TO OUR GENERAL OPERATIONS

We may fail to successfully manage our growth and expand our operations.

Our recent and any future growth will impose significant added responsibilities on members of management, including (i) identifying, recruiting and integrating additional employees in accordance with our development plan; (ii) managing our internal development efforts effectively, including the clinical and regulatory authority review process for our products, while complying with our contractual obligations to contractors and other third parties; and (iii) improving our operational, financial and management controls, reporting systems and procedures. We would also need to secure and manage additional collaborative relationships with various strategic partners, suppliers, CROs and other third parties.

However, we cannot guarantee that we will be able to successfully execute our development strategies. To a certain extent, our future growth may be affected by changes in regulatory, economic or political conditions beyond our control, such as changes in China's general economic conditions, the medical device industry and relevant government regulations. It is difficult to predict our future growth based on our historical and operating data. Investors should not rely solely on our historical results of operations to predict our future performance. Additionally, our expansion plans are based on our forward-looking assessment of market prospects. We cannot assure you that our assessments will prove correct.

The continued and collaborative efforts of our senior management, qualified research and development personnel and other key employees are crucial to our success, and our business may be affected if we lose their services.

Our commercial success depends significantly on the continued service of our senior management. Although we have formal employment agreements with each of our executive officers, these agreements do not prevent our executives from terminating their employment with us at any time. The departure of one or more of our senior management or key scientific and clinical personnel, regardless of whether or not they join a competitor or form a competing company, may subject us to risks relating to replacing them in a timely manner or at all, which may disrupt our products development progress and have a material adverse effect on our business and results of operations.

Furthermore, replacing executive officers, key employees or consultants may be difficult and may take an extended period of time because of the limited number of individuals in our industry with adequate breadth of skills and experience. Competition to hire from this limited pool is intense, and we may be unable to hire, train, retain or motivate these key personnel or consultants on acceptable terms. To compete effectively, we may need to offer higher compensation and other benefits, which could materially and adversely affect our financial condition and results of operations. In addition, we may not be successful in training our professionals to keep pace with technological and regulatory standards. Any inability to attract, motivate, train or retain qualified scientists or other technical personnel may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

We may be required to pay late payment fines or other penalties in connection with our failure to contribute to social insurance and housing provident funds.

We have provide detailed information regarding the Supreme People's Court's Judicial Interpretation (II) on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《關於審理勞動爭議案件適用法律問題的解釋(二)》 ("Interpretation (II)"), Regulations on Administration of Housing Provident Fund (《住房公積金管理條例》) and the Social Insurance Law of the PRC (《中華人民共和國社會保險法》). During the Track Record Period, we did not fully contribute to social insurance and housing provident funds for our employees and used third-party agents for certain employees. According to the Social Insurance Law and the Regulations on Administration of Housing Provident Fund, we may be liable for late payment fees or fines. For 2023, 2024, and the nine months ended September 30, 2025, our shortfalls were RMB5.2 million, RMB5.5 million, and RMB3.7 million, respectively. If we fail to pay within the prescribed period, we may be fined one to three times the outstanding amount. However, we have not received any notices, and our Directors believe the risk of material penalty is remote.

Our cross-border transfer of data is subject to the evolving regulations governing the use of data in the jurisdictions where we operate, and such data transfers may be limited or restricted.

Our products' clinical trials, registration and post-market surveillance involve collecting, storing personal health information and potential cross-border data transfers, subjecting us to relevant laws in each jurisdiction. Data transfer restrictions (e.g., if deemed related to national security or non-compliance) may adversely affect our business.

Key requirements include obtaining data subjects' consent for use/transfer, ensuring data security, and coordinating with local authorities. In the EU, cross-border transfers are governed by the General Data Protection Regulation.

In China, medical institutions are responsible for personal healthcare data security under relevant measures. The 2018 Scientific Data Measures require government approval for exporting state-secret-related scientific data; government-funded researchers must submit data to their institutions before foreign publication. Regarding the laws and regulations on data and personal information protection, we have already disclosed them in the "Regulatory Overview" section of this prospectus.

If our R&D is subject to these measures, we cannot guarantee timely approval for exporting China-generated scientific data (e.g., trial results) to overseas parties. Non-compliance may hinder R&D and result in fines.

Global data privacy rules regulate cross-border personal data transfers; non-compliance may restrict transfers, trigger legal claims, or cause customer loss due to unauthorized data access/disclosure.

We have internal data security systems, but evolving complex data laws mean we cannot assure our measures are always sufficient. Non-compliance may damage our reputation and expose us to material legal, financial and operational risks.

If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could materially and adversely affect our business.

We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures, manufacturing facilities and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our operations may involve the use of hazardous and flammable materials, including chemicals and biological materials, and may produce hazardous waste products. We may contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. In addition, we may be required to incur substantial costs to comply with current or future environmental, health and safety laws and regulations.

Although we maintain statutory employees' social insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of or exposure to hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage, use or disposal of biological or hazardous materials.

Changes in geopolitical relationships, barriers to trade or escalation of trade disputes, including the imposition of trade restrictions and sanctions, could negatively affect demand for our products and services, and consequently could have a material adverse effect to our business, financial condition and results of operation.

Our overseas expansion strategies are subject to the risk of deterioration in the political and economic relations among countries and sanctions and export controls administered by the government authorities in the countries in which we operate, and other geopolitical challenges. We cannot predict whether the countries in which we operate, or may operate in the future, would

become subject to new or additional trade restrictions and sanctions, including the type or effect of such restrictions and sanctions imposed by the United States or other governments. We cannot assure you that we, our business partners, our suppliers and customers, will not be impacted in the future. Any impacts may result in our customers seeking other suppliers for the products and services that we offer, and we may be unable to recapture and/or replace such customers. We may also have to adjust or even terminate our collaborations with our research and other business partners, which could disrupt our research and development and commercialization strategies. Further, any increased customs restrictions and tariffs or quotas, or the imposition of additional duties and other charges on imports and exports could change the way we and our customers conduct business, increase our costs, or impede the timely delivery of our products. This could have a negative effect on our business, financial condition, results of operations and prospects.

In particular, the United States government imposed economic and trade sanctions directly or indirectly affecting certain foreign technology companies. The United States has increased export controls restrictions through the Export Administration Regulations (the "EAR"), administered by the Bureau of Industry and Security of the United States Department of Commerce, which includes a list of foreign persons on which certain trade restrictions are imposed, including businesses, research institutions, government and private organizations, individuals and other types of legal persons (the "Entity List"), some of which are based in China. Where a foreign person is included on the Entity List, the export, re-export and/or transfer (in-country) of items which are subject to the EAR generally is prohibited unless specified license requirements are met. If certain of our customers, suppliers and research partners are listed on the Entity List and subject to restrictions from sourcing or selling technologies, software, or products from/to us, there is no guarantee that we will be able to obtain as well as extend and maintain the requisite regulatory licenses, permits and approvals in relation to our transactions with these customers, suppliers and research partners, or that such licenses, permits and approvals will cover all our existing and potential transactions with such customers, suppliers and research partners. As relevant policies are rapidly evolving, it may be difficult to evaluate their potential future impacts. The aforementioned restrictions, and similar or more expansive restrictions or sanctions, including sanctions currently imposed or that may be imposed in the future, may materially and adversely affect our customers', suppliers' and research partners' ability to acquire or use technologies, systems, products or materials critical to their operations, which in turn may adversely affect our business, results of operations and financial condition.

The United States government's attitude towards Chinese service providers in pharmaceutical and biotechnology industries may directly or indirectly affect our business operations. Recently, members of the U.S. House of Representatives proposed pending legislation, namely the BIOSECURE Act (the "Act"). If the Act is enacted in its proposed form, it would prohibit U.S. federal executive agencies from: (1) procuring or obtaining any biotechnology equipment or service produced or provided by a "biotechnology company of concern", (2) entering into or renewing a contract with an entity that uses such biotechnology equipment or enters into a contract requiring the use of such biotechnology equipment after the applicable effective date of the prohibition, or (3) providing loan or grant funds to perform either of these functions.

Specifically, if the Act were adopted in its current form, it could prohibit the U.S. government from entering into contracts with us or with our customers if, in the performance of contracts with our customers, we supply equipment or services provided by a biotechnology company of concern under the Act. For example, the Act, if enacted in its current form, could apply to some of the genetic sequencers we procure. As such, continued use of these captured genetic sequencers could affect not only our ability to enter into contracts with the U.S. government, but also affect our customers' ability to enter into contracts with the U.S. government or enter into loans or seek other assistance from the U.S. government, such as joint research and development opportunities.

Consequently, we may need to re-evaluate or adjust our established supply chains, should the Act or other similar legislation become law. The need to re-evaluate our supply chain contracts may impose additional costs and operational complexities on our business, including, among other things, an examination and potential modification to existing personnel and expertise, and examination of our existing contracts, and a re-assessment of our current suppliers in order to identify possible alternative sources of supply. We may not be able to identify alternative sources of supply with competitive prices and terms and satisfactory quality in a timely manner, and any disruption to our established supply chains may lead to delays in procurement, production, and

delivery, all of which could have a material adverse effect to our business, financial condition and results of operation. Since the Act has not been enacted, its form, scope and context remain subject to changes, and such changes, if material, could also adversely affect our business, financial condition and results of operation.

Negative publicity about us, our Shareholders and affiliates, our brand and management may materially and adversely affect our business, reputation and trading price of our H Shares.

Negative publicity about us, our Shareholders and affiliates, alleged misconduct or improper activities or negative rumors relating to us, our management, employees, business partners or affiliates may arise from time to time in the internet and other media sources. They may harm our business and results of operations even if they are unsubstantiated. There is no guarantee that our efforts to defend ourselves against such negative publicity or rumors, or to address them internally, will be successful. Any regulatory inquiries or investigations against our directors and senior management, business partners or other affiliates regarding any perceived unethical, fraudulent or other inappropriate conduct may be particularly harmful to our reputation regardless of the merits or final outcome. In turn, this may affect our ability to grow our business and attract customers, suppliers and talented employees.

We are also particularly susceptible to negative media about the medical device industry in general or particular products or services. Such negative media may result from the actions of competitors or other industry players, over whom we have no control. It is possible that the PRC government may promulgate laws and regulations that seek to address the source and reasons for such negative media. We cannot guarantee that we will be able to adapt to such laws and regulations in a timely and effective manner, including adequate management of the related compliance costs.

We may be involved in product liability claims or other disputes, litigation, arbitration and legal proceedings in the ordinary course of our business.

From time to time, we may be directly or indirectly involved in legal proceedings and claims that arise in the ordinary course of business or pursuant to governmental or regulatory enforcement activity. In particular, we face an inherent risk of product liability as a result of the clinical studies and any future commercialization of our products. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under applicable consumer protection laws. If we cannot successfully defend ourselves against or obtain indemnification for product liability claims, we may incur substantial liabilities or be required to limit commercialization of our products. Even a successful defense would require significant financial and management resources and would possibly lead to losses suffering from our reputation damages.

In addition to product liability claims, our employees may also sue us for labor-related disputes or occupational injuries, and we are subject to risks associated with having limited control over the behavior of employees or other business partners who may intentionally or unintentionally harm the interests of our customers. Any claims, disputes and legal proceedings brought against us could result in substantial costs and divert capital resources and management attention, even if we should mount a successful defense.

We may make acquisitions, establish joint ventures and conduct other strategic investments, which may not be successful.

We have entered into collaborations and may from time to time pursue strategic alliances, joint ventures, licensing arrangements or acquisitions of businesses, products, technologies or know-how. Specifically, we intend to allocate approximately 10% of the net proceeds from the Global Offering, or HK$61.1 million, to pursue strategic collaboration and investment opportunities in upstream and downstream players in the healthcare value chain. Such transactions involve inherent risks, including difficulties in integration, reliance on third parties, management distraction, cultural or operational misalignment, failure to achieve anticipated synergies, and the assumption

of actual or contingent liabilities that may not have been identified at the time of entry. There can be no assurance that we will realize the expected benefits of any such arrangements, and any failure to do so could materially and adversely affect our business, financial condition and results of operations.

Our insurance coverage may not sufficiently cover the risks related to our business operations.

We maintain insurance policies that we believe are customary with standard commercial practice in the medical device industry and as required under the relevant PRC laws and regulations. However, we cannot guarantee you that our insurance policies will provide adequate coverage for all the risks in connection with our business operations. For example, although we maintain liability insurance covering our clinical trials as required under PRC laws and regulations, our coverage may be insufficient to cover any amounts payable under court judgments or settlements. Should we incur substantial amounts in product liability claims, and be unable to cover these with our existing insurance policies or internal resources, we may be forced to suspend other key operations, such as the conduct of clinical trials, to divert funds from other aspects of our business.

Moreover, there are certain losses for which insurance is not available in China on commercially practicable terms, such as losses suffered due to business interruptions, earthquakes, typhoons, flooding, war or civil disorder. We may be required to bear our losses to the extent that they are not covered by insurance, or that our insurance coverage is insufficient, and such amounts could be substantial. We could suffer significant costs and diversion of our resources as a result.

We may be subject to natural disasters, health epidemics, acts of war or terrorism or other factors beyond our control.

Natural disasters, acts of war, terrorism or other factors beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the regions where we conduct our business. Our operations may be under the threat of floods, earthquakes, sandstorms, snowstorms, fire or drought, power, water or fuel shortages, failures, malfunction and breakdown of information management systems, unexpected maintenance or technical problems, or are susceptible to potential wars or terrorist attacks. Serious natural disasters may result in loss of lives, injury, destruction of assets and disruption of our business and operations. Acts of war or terrorism may also injure our employees, cause loss of lives, disrupt our business network and destroy our markets. Any of these factors and other factors beyond our control could have an adverse effect on the overall business sentiment and environment, cause uncertainties in the regions where we conduct business, cause our business to suffer in ways that we cannot predict and materially and adversely impact our business, financial conditions and results of operations.

RISKS RELATING TO THE GLOBAL OFFERING

There has been no prior public market for our H Shares and an active trading market for our H Shares may not develop.

No public market currently exists for our H Shares. The initial Offer Price for our H Shares to the public will be the result of negotiations between our Company and Overall Coordinators (on behalf of themselves and the Underwriters), and the Offer Price may differ significantly from the market price of the H Shares following the Global Offering. We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares. A listing on the Stock Exchange, however, does not guarantee that an active and liquid trading market for our H Shares will develop, or if it does develop, that it will be sustained following the Global Offering, or that the market price of the H Shares will rise following the Global Offering.

The market price and trading volume of our H Shares may be volatile, which could result in substantial losses for investors who purchase our H Shares in the Global Offering.

The market price and trading volume of our H Shares may be highly volatile. Several factors beyond our control such as variations in our revenue, earnings and cash flow, strategic alliances, the addition or departure of key personnel, litigation, the removal of the restrictions on H share transactions or volatility in market prices and changes in demand for our products may cause significant and sudden changes to the market price and trading volume of our H Shares.

Furthermore, the market price of our H Shares could also decline as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. New shares or share-linked securities issued by our Company may also confer rights and privileges that take priority over those conferred by the H Shares. The Stock Exchange and other securities markets have, from time to time, experienced significant price and trading volume volatility that are not related to the operating performance of any particular company. This volatility may also materially and adversely affect the market price of our H Shares.

Potential investors will experience immediate and substantial dilution as a result of the Global Offering.

Potential investors will pay a price per H Share in the Global Offering that substantially exceeds the per H Share value of our tangible assets after subtracting our total liabilities as of September 30, 2025. Therefore, purchasers of our H Shares in the Global Offering will experience a substantial immediate dilution in pro forma net tangible assets, and our existing Shareholders will receive an increase in the pro forma adjusted net tangible assets per Share on their Shares. As a result, if we were to distribute our net tangible assets to the Shareholders immediately following the Global Offering, potential investors would receive less than the amount they paid for their H Shares. For more information, see "Appendix IIA — Unaudited Pro Forma Financial Information" to this prospectus.

Future sales or perceived sales of a substantial number of our H Shares in the public market following the Global Offering could materially and adversely affect the price of our H Shares and our ability to raise additional capital in the future, and may result in dilution of your shareholding.

Prior to the Global Offering, there has not been a public market for our H Shares. Future sales or perceived sales by our existing Shareholders of our H Shares after the Global Offering could result in a significant decrease in the prevailing market price of our H Shares. Only a limited number of the Shares currently outstanding will be available for sale or issuance immediately after the Global Offering due to contractual and regulatory restrictions on disposal and new issuance. Nevertheless, after these restrictions lapse or if they are waived, future sales of significant amounts of our H Shares in the public market or the perception that these sales may occur could significantly decrease the prevailing market price of our H Shares and our ability to raise equity capital in the future.

In addition, our Unlisted Shares may be converted into H Shares subject to regulatory approvals and compliance with relevant regulatory requirements. Any conversion of our Unlisted Shares will increase the number of H Shares available on the market and may affect the trading price of our H Shares.

The interests of our Controlling Shareholders may not be aligned with the interest of other Shareholders.

Immediately following the completion of the Global Offering, our Controlling Shareholders will directly and indirectly own an aggregate of 47.37% of our Shares. The interests of our Controlling Shareholders may differ from the interests of our other Shareholders. Our Controlling Shareholders could have significant influence in determining the outcome of any corporate transaction or other matters submitted to our Shareholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets, election of Directors and other significant corporate actions. This concentration of ownership, as a result, may discourage, delay or prevent a change in control of our Company, which could deprive our Shareholders of an opportunity to receive a premium for their Shares in a sale of our Company or may reduce the market price of our Shares. In addition, to the extent the interests of our Controlling Shareholders conflict with the interest of our other Shareholders, the interests of our other Shareholders may be disadvantaged or harmed.

There is no assurance whether and when we will pay dividends, which is subject to restrictions under PRC law.

No dividend had been paid or declared by our Company during the Track Record Period. Under the applicable PRC laws, the payment of dividends may be subject to certain limitations. The calculation of our profit under applicable accounting standards differs in certain respects from the calculation under HKFRS Accounting Standards. As a result, we may not be able to pay a dividend in a given year even if we were profitable as determined under HKFRS Accounting Standards. Our Board may declare dividends in the future after taking into account our results of operations, financial condition, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the PRC laws and regulations and requires approval at our shareholders' meeting. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

Dividends payable to investors and gains on the sale of our H Shares may be subject to PRC income taxes.

Under the applicable PRC tax laws, both the dividends we pay to non-PRC resident individual holders of H shares ("non-resident individual holders"), and gains realized through the sale or transfer by other means of H shares by such shareholders, are subject to PRC individual income tax at a rate of 20%, unless reduced by the applicable tax treaties or arrangements.

Under applicable PRC tax laws, the dividends we pay to, and gains realized through the sale or transfer by other means of H shares by, non-PRC resident enterprise holders of H shares ("non-resident enterprise holders") are both subject to PRC enterprise income tax at a rate of 10%, unless reduced by applicable tax treaties or arrangements. Pursuant to the Arrangements between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Incomes (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) dated August 21, 2006, any non-resident enterprise registered in Hong Kong that holds directly at least 25% of the shares of our Company shall pay enterprise income tax for the dividends declared and paid by us at a tax rate of 5%.

Non-PRC resident enterprises that do not have establishments or premises in the PRC, or that have establishments or premises in the PRC but their income is not related to such establishments or premises are subject to PRC EIT at the rate of 10% on dividends received from PRC companies and gains realized upon disposition of equity interests in the PRC companies pursuant to the PRC Enterprise Income Tax Law (《中華人民共和國企業所得税法》) and other applicable PRC tax regulations and statutory documents, which may be reduced or eliminated under special arrangements or applicable treaties between the PRC and the jurisdiction where the non-resident enterprise resides. Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including HKSCC Nominees). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' verification. As of the Latest Practicable Date, there were no specific rules on how to levy tax on gains realized by non-resident enterprise holders of H shares through the sale or transfer by other means of H shares.

Pursuant to the Circular on Questions Concerning Tax on the Profits Earned by Foreign Invested Enterprises, Foreign Enterprises and Individual Foreigners from the Transfer of Shares (Equity Interests) and on Dividend Income (《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得税收問題的通知》) issued by the State Administration of Taxation, non-resident individual holders were temporarily exempted from PRC individual income tax for the dividends or bonuses paid by issuers of H shares. However, such circular was repealed by the Announcement on the List of Fully or Partially Invalid and Repealed Tax Regulatory Documents (《關於公布全文失效廢止、部分條款失效廢止的税收規範性文件目錄的公告》) dated January 4, 2011.

For non-resident individual holders, gains realized through the transfer of properties are normally subject to PRC individual income tax at a rate of 20%. However, according to the Circular of the Ministry of Finance of the PRC (中華人民共和國財政部) and the SAT on Issues Concerning Individual Income Tax Policies (《財政部、國家税務總局關於個人所得税若干政策問題的通知》), income received by individual foreigners from dividends and bonuses of a foreign-invested enterprise are exempt from individual income tax for the time being. According to the Circular Declaring that Individual Income Tax Continues to Be Exempted over Individual Income from Transfer of Shares issued by the MOF and the SAT (《關於個人轉讓股票所得繼續暫免徵收個人所得税的通知》) effective as of March 30, 1998, income from individuals' transfer of stocks of listed companies continued to be temporarily exempted from individual income tax. On February 3, 2013, the State Council approved and promulgated the Notice of Suggestions to Deepen the Reform of System of Income Distribution (《國務院批轉發展改革委等部門關於深化收入分配制度改革若干意見的通知》). On February 8, 2013, the General Office of the State Council promulgated the Circular Concerning Allocation of Key Works to Deepen the Reform of System of Income Distribution (《國務院辦公廳關於深化收入分配制度改革重點工作分工的通知》). According to these two documents, the PRC government is planning to cancel foreign individuals' tax exemption for dividends obtained from foreign-invested enterprises, and the Ministry of Finance and the State Administration of Taxation should be responsible for making and implementing details of such plan. However, relevant implementation rules or regulations have not been promulgated by the Ministry of Finance and the State Administration of Taxation. Considering these uncertainties, non-resident holders of our H Shares should be aware that they may be obligated to pay PRC income tax on the dividends and gains realized through sales or transfers of the H Shares.

Fluctuations in Renminbi exchange rates may lead to foreign exchange losses and materially and adversely affect our ability to pay dividends to holders of our H Shares.

We expect that a substantial majority of our revenue will be denominated in Renminbi. A portion of our revenues may be converted into other currencies in order to meet our foreign currency obligations. For example, we need to obtain foreign currency to make payments of declared dividends, if any, on our H Shares. Shortages in availability of foreign currency may then restrict our ability to remit sufficient foreign currency to pay dividends or make other payments or otherwise to satisfy our foreign currency denominated obligations.

The proceeds from the Global Offering will be denominated in Hong Kong dollars. As a result, any appreciation of the Renminbi against the U.S. dollar, the Hong Kong dollar or any other foreign currencies may result in the decrease in the value of our proceeds from the Global Offering. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, our H Shares in foreign currency. In addition, there are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs. Any of these factors could materially and adversely affect our business, financial condition, results of operations and prospects, and could reduce the value of, and dividends payable on, our H Shares in foreign currency terms.

Facts, forecasts and statistics in this prospectus that derived from a third-party report and publicly available official sources and may not be fully reliable.

Certain facts, statistics and data contained in this prospectus relating to the medical imaging industry in and outside China have been derived from various official government publications, industry associations, independent research institutions, third party reports and/or other publicly available sources we generally believe to be reliable, as well as a report prepared by Frost & Sullivan that we commissioned. We believe that the sources of such information are appropriate sources for such information, but the information has not been independently verified by us or any other party involved in the Global Offering and no representation is given as to its accuracy.

Forward-looking statements contained in this prospectus are subject to risks and uncertainties.

This prospectus contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words "aim," "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "going forward," "intend," "ought to," "may," "might," "plan," "potential," "predict," "project," "seek," "should," "will," "would" and similar expressions, as they relate to us or our business, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, business operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. Should one or more of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may diverge significantly from the forward-looking statements in this prospectus. Whether actual results will conform to our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. In light of these and other uncertainties, the inclusion of forward-looking statements in this prospectus should not be regarded as representations that our plans or objectives will be achieved, and investors should not place undue reliance on such forward-looking statements. All forward- looking statements contained in this prospectus are qualified by reference to the cautionary statements set out in this section. Subject to the ongoing disclosure obligations of the Listing Rules or other requirements of the Stock Exchange, we do not intend publicly to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events or otherwise.

You should read this entire prospectus carefully and should not consider or rely on any particular statements in published media reports without carefully considering the risks and other information contained in this prospectus.

Prior to the publication of this prospectus, and subsequent to the date of this prospectus but prior to the completion of the Global Offering, there may have been or may be press and media coverage regarding us, our business, our industry and the Global Offering. Such press and media coverage may include references to information that do not appear in this prospectus or is inaccurate. We have not authorized the publication of any such information contained in such press and media coverage. Therefore, we make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the press or media and do not accept any responsibility for the accuracy or completeness of any financial information or forward-looking statements contained therein. To the extent that any of such information is inconsistent or conflicts with the contents of this prospectus, we expressly disclaim responsibility for them. Accordingly, prospective investors should only rely on information included in this prospectus and not on any of the information in press articles or other media coverage in deciding whether or not to invest in our Global Offering. By applying to purchase our H Shares in the Global Offering, you will be deemed to have agreed that you have not and will not rely on any information other than that contained in this prospectus, the Global Offering, and any formal announcements made by us in Hong Kong in relation to our Global Offering.

In preparation for the Global Offering, our Company has sought and has been granted the following waivers from strict compliance with the relevant provisions of the Listing Rules and certificate of exemption from strict compliance with the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Our headquarters and most of our business operations are based, managed and conducted in the PRC. As our executive Directors play very important roles in our business operation, it is in our best interest for them to be based in the places where our Group has significant operations. We consider it practicably difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our executive Directors to Hong Kong or appointment of additional executive Directors. Therefore, we do not have, and in the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, provided that our Company implements the following arrangements:

(a) we have appointed Dr. SONG Ning (宋寧) and Ms. AU Wing Sze (區詠詩) as our authorized representatives (the "**Authorized Representatives**") pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will act as our Company's principal channel of communication with the Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile (if applicable) and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;

(b) when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly as and when required, including means to communicate with our Directors when they are travelling. Our Company will also inform the Stock Exchange as soon as practicable in respect of any change in the Authorized Representatives in accordance with the Listing Rules. We have provided the contact details of each Director (such as mobile phone numbers, office phone numbers (if any), email addresses and fax numbers (if any)) to each of the Authorized Representatives and the Stock Exchange;

(c) we confirm and will ensure that all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon the request of the Stock Exchange;

(d) we have appointed Maxa Capital Limited as our compliance adviser upon Listing pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date. Our compliance adviser will serve as the additional channel of communication with the Stock Exchange when the Authorized Representatives are not available and will have access at all times to the Authorized Representatives, our Directors and our senior management as prescribed by Rule 3A.23 of the Listing Rules; and

(e) meetings between the Stock Exchange and our Directors can be arranged through the Authorized Representatives or our compliance adviser, or directly with our Directors within a reasonable time frame.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

(a) a member of The Hong Kong Chartered Governance Institute;

(b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and

(c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the "relevant experience" of the individual:

(a) length of employment with the issuer and other issuers and the roles he/she played;

(b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;

(c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(d) professional qualifications in other jurisdictions.

Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

(a) whether the issuer has principal business activities primarily outside Hong Kong;

(b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and

(c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

Further, pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") and on the following conditions:

(a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and

(b) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

Our Company has appointed Mr. SHI Xinlin (石欣霖) ("**Mr. Shi**"), the investment manager of our Company, as one of our joint company secretaries. He has considerable experience in matters relating to investor relations and investment and financing but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. AU Wing Sze (區詠詩) ("**Ms. Au**"), an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Mr. Shi for an initial period of three years from the Listing Date to enable Mr. Shi to acquire the "relevant experience" under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Given Ms. Au's professional qualification and experience, she will be able to explain to both Mr. Shi and us the relevant requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Ms. Au will also assist Mr. Shi in organizing Board meetings and Shareholders' meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Ms. Au is expected to work closely with Mr. Shi and will maintain regular contact with Mr. Shi, our Directors and the senior management of our Company. In addition, Mr. Shi will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules to enhance his knowledge of the Listing Rules during the three-year period from the Listing Date. He will also be assisted by our compliance adviser and our legal advisers as to the Hong Kong laws on matters in relation to our ongoing compliance with the Listing Rules and the applicable laws and regulations.

Since Mr. Shi does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Shi may be appointed as a joint company secretary of our Company. The waiver is valid for an initial period of three years from the Listing Date on the conditions that (a) Mr. Shi must be assisted by Ms. Au, who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver shall be valid for a period of three years from the Listing Date and will be revoked immediately if and when Ms. Au ceases to provide such assistance to Mr. Shi as a joint company secretary or if there are material breaches of the Listing Rules by our Company.

Before the expiration of the initial three-year period, the qualifications of Mr. Shi will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance will continue. We will liaise with the Stock Exchange before the expiration of the three-year period to enable it to assess whether Mr. Shi, having benefited from the assistance of Ms. Au for the preceding three years, will have acquired the skills necessary to carry out the duties of a company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

WAIVER IN RELATION TO RULE 4.04(1) OF THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH SECTION 342(1)(B) OF THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE AND PARAGRAPH 27 OF PART I AND PARAGRAPH 31 OF PART II OF THE THIRD SCHEDULE TO THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

Section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires all prospectuses to include matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and set out the reports specified in Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires a company to include in its prospectus a statement as to the gross trading income or sales turnover (as the case may be) of the company during each of the three financial years immediately preceding the issue of the prospectus, including an explanation of the method used for the computation of such income or turnover and a reasonable breakdown between the more important trading activities.

Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance further requires a company to include in its prospectus a report by the auditors of the company with respect to (i) the profits and losses of the company for each of three financial years immediately preceding the issue of the prospectus and (ii) the assets and liabilities of the company of each of the three financial years immediately preceding the issue of the prospectus.

Section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance provides that the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from the compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or would otherwise be unnecessary or inappropriate.

Rule 4.04(1) of the Listing Rules requires that the consolidated results of the issuer and its subsidiaries in respect of each of the three financial years immediately preceding the issue of the listing document or such shorter period as may be acceptable to the Stock Exchange be included in the accountants' report to the prospectus.

Rule 18A.03(3) of the Listing Rules requires that a biotech company must have been in operation in its current line of business for at least two financial years prior to listing under substantially the same management. Rule 18A.06 of the Listing Rules requires that a biotech company must comply with Rule 4.04 of the Listing Rules modified so that references to "three financial years" or "three years" in Rule 4.04 shall instead be references to "two financial years" or "two years", as the case may be. Further, pursuant to Rule 8.06 of the Listing Rules, the latest financial period reported on by the reporting accountants for a new applicant must not have ended more than six months from the date of the listing document.

Rule 13.49(1) of the Listing Rules requires issuers to publish preliminary financial results not later than three months after the end of each financial year.

According to Rule 18A.06 of the Listing Rules, an eligible biotech company shall comply with Rule 4.04 of the Listing Rules modified so that references to "three financial years" or "three years" in that rule shall instead reference to "two financial years" or "two years," as the case may be.

Pursuant to paragraph 19 of Chapter 1.1A of the Guide for New Listing Applicants published by the Stock Exchange, in view of the shortened deadline for releasing preliminary results announcements and to enable potential investors to have adequate and timely information, where an applicant issues its listing document in the third month after the latest year end, the Stock Exchange has provided the conditions for granting a waiver from strict compliance with Rule 4.04(1) of the Listing Rules as follows:

(i) the prospectus will be issued on or before March 20, 2026 and the applicant must list on the Stock Exchange within three months after the latest year end;

(ii) the applicant must obtain a certificate of exemption from the SFC on compliance with the requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance;

(iii) the financial information for the latest financial year and a commentary on the results for that financial year must be included in the listing document. The financial information to be included in the listing document must (a) follow the same content requirements as for a preliminary results announcement under Rule 13.49 of the Listing Rules; and (b) be agreed with the reporting accountants following their review under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants; and

(iv) our Company will not be in breach of its constitutional documents or laws and regulations of the PRC or other regulatory requirements regarding its obligation to publish preliminary results announcements.

The financial year of our Company ends on December 31. The prospectus contains the consolidated results of our Group for the two years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, but does not include the consolidated results of our Group in respect of the full year immediately preceding the proposed date of issue of the prospectus, being the full year ended December 31, 2025, as required under Rule 4.04(1) of the Listing Rules, paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

We have applied for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 4.04(1) of the Listing Rules relating to the inclusion in the Accountants' Report of the consolidated results of our Group in respect of the full financial year ended December 31, 2025, on the conditions that: (i) this prospectus will be issued on or before March 20, 2026 and the Listing Date shall not be later than three months after the latest financial year end of our Company (i.e. on or before March 31, 2026); (ii) we have obtained from the SFC a certificate of exemption from strict compliance with the requirements under section 342(1) in relation to paragraphs 27 and 31 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance; (iii) the preliminary unaudited financial information for the year ended December 31, 2025 and a commentary on the results for the year shall be included in this prospectus; and (iv) and our Company will not be in breach of its constitutional documents or laws and regulations of the PRC or other regulatory requirements regarding its obligation to publish preliminary results announcements.

We have also applied for, and the SFC has granted us, a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with the requirements under section 342(1)(b) in respect of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that: (i) the particulars of the exemption are set out in this prospectus; and (ii) this prospectus will be issued on or before March 20, 2026 and the H Shares will be listed on or before March 31, 2026 (i.e. three months after the latest financial year-end).

The applications to Hong Kong Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules and to the SFC for a certificate of exemption from strict compliance with the requirements under section 342(1)(b) in respect of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance have been made on the grounds, among others, that strict compliance with the above requirements would be unduly burdensome and the exemption would not prejudice the interests of the investing public as:

(a) there would not be sufficient time for our Company and the reporting accountants of our Company (the "**Reporting Accountants**") to finalize the audited financial statements for the year ended December 31, 2025 for inclusion in this prospectus. If the financial information for the year ended December 31, 2025 is required to be audited, our Company and the Reporting Accountants would have to carry out substantial volume of work to prepare, update and finalize the Accountants' Report and this prospectus, and the relevant sections of this prospectus will need to be updated to cover such additional period. This would involve additional time and costs since substantial work is required to be carried out for audit purposes. It would be unduly burdensome for the audited results for the year ended December 31, 2025 to be finalized in such short period of time. Our Directors consider that the benefits of such work to the existing and prospective shareholders of our Company may not justify the additional work and expenses involved and the delay of the listing timetable of our Company;

(b) our Company is primarily engaged in the R&D, application and commercialization of biotech products, and falls within the scope of biotech company as defined under Chapter 18A of the Listing Rules. Our Company will fulfill the additional conditions for listing required under Chapter 18A of the Listing Rules;

(c) the Accountants' Report for each of the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025 has been prepared and is set out in Appendix I to this prospectus in accordance with Rule 18A.06 of the Listing Rules;

(d) given that our Company is only required to disclose its financial results for the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025 in accordance with Chapter 18A of the Listing Rules and preparation of the financial results for the year ended December 31, 2022 would require additional work to be performed by our Company and our reporting accountants, strict compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the requirements of paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome for our Company;

(e) our Company has included in this prospectus (i) the Accountants' Report covering the two years ended December 31, 2024 and the nine months ended September 30, 2025 in accordance with Chapter 18A of the Listing Rules, (ii) the unaudited preliminary financial information of the Group for the year ended December 31, 2025 and a commentary on the results for the year, which has been agreed with the Reporting Accountants, following their review under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants, and such disclosure is no less than the content requirements for a preliminary results announcement under Rule 13.49(1) of the Listing Rules, and (iii) the information regarding the recent development of our Group subsequent to the Track Record Period and up to the Latest Practicable Date;

(f) notwithstanding that the financial results set out in this prospectus are only for the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025 in accordance with Chapter 18A of the Listing Rules, other information required to be disclosed under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance has been adequately disclosed in this prospectus pursuant to the relevant requirements;

(g) our Directors and the Sole Sponsor herein confirms that after performing all reasonable due diligence work which they consider appropriate, there has been no material adverse change to the financial and trading positions or prospects of our Group since October 1, 2025 (immediately following the date of the latest audited statement of financial position in the Accountants' Report set out in Appendix I to this prospectus) up to the date of this prospectus and there has been no event since October 1, 2025 and up to the date of this prospectus which would materially affect the information shown in the Accountants' Report as set out in Appendix I to this prospectus, the unaudited pro forma financial information as set out in Appendix IIA to this prospectus, the unaudited preliminary financial information of the Group for the year ended December 31, 2025 as set out in Appendix IIB to this prospectus and the section headed "Financial Information" in the prospectus and other parts of the prospectus;

(h) our Company is of the view that the Accountants' Report covering the two years ended December 31, 2023 and 2024 and nine months ended September 30, 2025, the unaudited pro forma financial information as set out in Appendix IIA to this prospectus, the unaudited preliminary financial information for the year ended December 31, 2025 as set out in Appendix IIB to this prospectus, together with other disclosure in this prospectus, have already provided the potential investors with adequate and reasonably up-to-date information in the circumstances to form a view on the track record and earnings trend of our Company; and our Directors and the Sole Sponsor confirm that all information which is necessary for the investing public to make an informed assessment of the business, assets and liabilities, financial position, trading position, management and prospects has been included in this prospectus. Therefore, the waiver and exemption would not prejudice the interests of the investing public;

(i) we will comply with the requirements under Rules 13.46(2) of the Listing Rules in respect of the publication of our annual report. Our Company currently expects to issue our annual report for the financial year ended December 31, 2025 on or before April 30, 2026. In this regard, our Directors consider that our Shareholders, the investing public as well as potential investors of our Company will be kept informed of the financial results of our Group for the financial year ended December 31, 2025; and

(j) our Company will not be in breach of its Articles of Association or laws and regulations of the PRC or other regulatory requirements as a result of not publishing its preliminary results announcement for the year ended December 31, 2025 in accordance with Rule 13.49(1) of the Listing Rules. Pursuant to the Note to Rule 13.49(1) of the Listing Rules, our Company will publish an announcement after Listing and no later than March 31, 2026 stating that the relevant financial information has been included in this prospectus.

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which all of our Directors (including proposed Directors named in this prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there is no other matter the omission of which would make any statement in this prospectus misleading.

CSRC FILING

According to the Overseas Listing Trial Measures, we are required to complete the filing procedures with the CSRC in connection with the proposed Listing. We have submitted the filing application for the Global Offering, and Conversion of Unlisted Shares into H Shares, and the listing of the H Shares on the Stock Exchange to the CSRC within three business days after our initial application for listing of the H Shares on the Stock Exchange. The CSRC issued a notice of filing dated December 24, 2025. No other approvals from the CSRC are required to be obtained for the Listing.

INFORMATION ON THE GLOBAL OFFERING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus sets out the terms and conditions of the Hong Kong Public Offering. The Global Offering comprises the Hong Kong Public Offering of initially 799,950 Offer Shares and the International Offering of initially 7,199,250 Offer Shares (subject to, in each case, reallocation on the basis referred to under the section headed "Structure of the Global Offering" in this prospectus).

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by our Company, the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of their respective directors, officers, agents, employees or advisers or any other party involved in the Global Offering.

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with the Offer Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as of any date subsequent to the date of this prospectus.

See "Structure of the Global Offering" in this prospectus for details of the structure of the Global Offering.

UNDERWRITING

The Listing is sponsored by the Sole Sponsor. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to us and the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) agreeing on the Offer Price. The International Underwriting Agreement relating to the International Offering is expected to be entered into on or around the Price Determination Date, subject to the determination of the pricing of the Offer Shares. The Global Offering is managed by the Sponsor-overall Coordinator.

If, for any reason, the Offer Price is not agreed among us and the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters), the Global Offering will not proceed and will lapse. For full information about the Underwriters and the underwriting arrangements, see "Underwriting" in this prospectus.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering (including its conditions) are set out in the sections headed "Structure of the Global Offering" and "Underwriting" in this prospectus.

RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his/her acquisition of Hong Kong Offer Shares to, confirm that he/she is aware of the restrictions on the offer and sale of the Hong Kong Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, without limitation to the following, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation for subscription. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been offered and sold, and will not be offered and sold, directly or indirectly, in the PRC or the United States.

APPLICATION FOR LISTING OF THE H SHARES ON THE HONG KONG STOCK EXCHANGE

We have applied to the Hong Kong Stock Exchange for the granting of listing of, and permission to deal in, our H Shares to be issued pursuant to the Global Offering and the H Shares to be converted from Unlisted Shares.

No part of our Shares or loan capital is listed on or dealt in on any other stock exchange, and no such listing or permission to list is being or proposed to be sought as of the Latest Practicable Date.

Under section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by or on behalf of the Hong Kong Stock Exchange.

H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the H Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangements as such arrangements may affect their rights and interests.

PROCEDURES FOR APPLICATION FOR HONG KONG OFFER SHARES

The procedures for applying for Hong Kong Offer Shares are set out in the section headed "How to Apply for Hong Kong Offer Shares" in this prospectus.

H SHARE REGISTER AND STAMP DUTY

All of the H Shares will be registered on our register of members of H Share to be maintained by our H Share Registrar, Computershare Hong Kong Investor Services Limited, in Hong Kong. Our principal register of members will be maintained by us at our headquarters in the PRC.

Dealings in the H Shares registered on the H Share register of members of our Company in Hong Kong will be subject to Hong Kong stamp duty.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers as to the taxation implications of subscribing for, purchasing, holding or disposal of, and/or dealing in the H Shares or exercising rights attached to them. None of us, the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Underwriters, any of their respective directors, officers, employees, partners, agents, advisers or representatives or any other person or party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchasing, holding, disposition of, or dealing in, the H Shares or exercising any rights attached to them.

EXCHANGE RATE CONVERSION

Solely for your convenience, this prospectus contains translations among certain amounts denominated in Renminbi, Hong Kong dollars and U.S. dollars.

Unless indicated otherwise, (i) the translations between Renminbi and U.S. dollars were made at the rate of RMB6.8982 to US$1.00, (ii) the translations between Hong Kong dollars and Renminbi were made at the rate of RMB0.8820 to HK$1.00; and (iii) the translations between U.S. dollars and Hong Kong dollars were made at the rate of HK$7.8214 to US$1.00.

No representation is made that the amounts denominated in one currency could actually be converted into the amounts denominated in another currency at the rates indicated or at all.

LANGUAGE

If there is any inconsistency between this prospectus and its Chinese translation, this prospectus shall prevail. However, for ease of reference, the names of the PRC laws and regulations, government authorities, institutions, natural persons or other entities (including our certain subsidiaries) have been included in this prospectus in both Chinese and English languages. In the event of any inconsistency, the Chinese versions shall prevail.

ROUNDING

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed in any table, chart or elsewhere in this prospectus are due to rounding.

DIRECTORS

Name	Address	Nationality
Executive Directors		
Dr. SONG Ning (宋寧)	Room 11-5, Building 11 Xiyuan, Xinming Peninsula Xinming Community, Zhongtai Street Yuhang District, Hangzhou Zhejiang PRC	Chinese
Mr. WENG Chih-Hsin (翁資欣) (alias Robin WENG)	Room 801, No. 1 Lane 1308, Xizang North Road Jing'an District Shanghai PRC	Chinese (Taiwanese)
Non-Executive Directors		
Dr. XU Chen (徐晨)	Room 302, No. 22 Lane 500, Lao Humin Road Xuhui District Shanghai PRC	Chinese
Dr. WU Lingqian (鄔玲仟)	Room 603, Building 18 No. 110, Xiangya Road Kaifu District, Changsha Hunan PRC	Chinese
Mr. YANG Zehao (楊澤浩)	Room 2102, No. 24 Lane 999, Changshou Road Jing'an District Shanghai PRC	Chinese
Independent non-executive Directors		
Mr. CHA Yang (查揚) (alias Stanley CHA)	Room 1305, Unit 1, Building 1 No. B-2, Jiangtai Road Chaoyang District, Beijing PRC	American
Ms. ZHANG Jing (張競)	Room 101, Block 8 Phase I, Shangdong Guoji Lane 1555, Banquan Road Pudong New District, Shanghai PRC	American

Mr. WANG Kaifeng (王開峰)	Room 31H, Block 21 South Horizons Ap Lei Chau 18 South Horizons Road South District Hong Kong	Chinese (Hong Kong)

For details with respect to our Directors, see "Directors and Senior Management" in this prospectus.

PARTIES INVOLVED IN THE GLOBAL OFFERING

Sole Sponsor and Sponsor-overall Coordinator	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
Overall Coordinators	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
	Futu Securities International (Hong Kong) Limited 34/F, United Centre No. 95 Queensway Admiralty, Hong Kong
Joint Global Coordinators	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
	Futu Securities International (Hong Kong) Limited 34/F, United Centre No. 95 Queensway Admiralty, Hong Kong
Joint Bookrunners	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
	Futu Securities International (Hong Kong) Limited 34/F, United Centre No. 95 Queensway Admiralty, Hong Kong

ABCI Capital Limited
11/F, Agricultural Bank of China Tower
50 Connaught Road Central
Central, Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central, Hong Kong

CCB International Capital Limited
12/F, CCB Tower
3 Connaught Road Central
Central, Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited
20F Wing On Centre
111 Connaught Road Central
Sheung Wan, Hong Kong

Huafu International Securities Limited
Units 2603-2604, 26/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

Yellow River Securities Limited
Room 2701B, 27/F, Tower 1
Admiralty Center
18 Harcourt Road
Admiralty, Hong Kong

Yuen Meta (International) Securities Limited
2601, 26/F, Wanchai Central Building
89 Lockhart Road
Wanchai, Hong Kong

Yunfeng Securities Limited
Rooms 1803-1806, 18th Floor
YF Life Centre, 38 Gloucester Road
Wanchai, Hong Kong

Zheshang International Financial Holdings Co., Ltd.
1703-1706, 17/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

Joint Lead Managers

Huatai Financial Holdings (Hong Kong) Limited
62/F, The Center
99 Queen's Road Central
Hong Kong

Futu Securities International (Hong Kong) Limited
34/F, United Centre
No. 95 Queensway
Admiralty, Hong Kong

ABCI Securities Company Limited
10/F, Agricultural Bank of China Tower
50 Connaught Road Central
Central, Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central, Hong Kong

CCB International Capital Limited
12/F, CCB Tower
3 Connaught Road Central
Central, Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited
20F Wing On Centre
111 Connaught Road Central
Sheung Wan, Hong Kong

Huafu International Securities Limited
Units 2603-2604, 26/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

Yellow River Securities Limited
Room 2701B, 27/F, Tower 1
Admiralty Center
18 Harcourt Road
Admiralty, Hong Kong

Yuen Meta (International) Securities Limited
2601, 26/F, Wanchai Central Building
89 Lockhart Road
Wanchai, Hong Kong

Yunfeng Securities Limited
Rooms 1803-1806, 18th Floor
YF Life Centre, 38 Gloucester Road
Wanchai, Hong Kong

Zheshang International Financial Holdings Co., Ltd.
1703-1706, 17/F, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

Capital Market Intermediaries

Huatai Financial Holdings (Hong Kong) Limited
62/F, The Center
99 Queen's Road Central
Hong Kong

Futu Securities International (Hong Kong) Limited
34/F, United Centre
No. 95 Queensway
Admiralty, Hong Kong

ABCI Capital Limited
11/F, Agricultural Bank of China Tower
50 Connaught Road Central
Central, Hong Kong

ABCI Securities Company Limited
10/F, Agricultural Bank of China Tower
50 Connaught Road Central
Central, Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central, Hong Kong

CCB International Capital Limited
12/F, CCB Tower
3 Connaught Road Central
Central, Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited
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	Zheshang International Financial Holdings Co., Ltd. 1703-1706, 17/F, Infinitus Plaza 199 Des Voeux Road Central Sheung Wan, Hong Kong
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Principal Place of Business in Hong Kong	31/F, Tower Two, Times Square 1 Matheson Street Causeway Bay Hong Kong
Company's Website	**www.diagens.com** *(Information contained on this website does not form part of this prospectus)*
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Nomination Committee	Dr. SONG Ning (宋寧) *(Chairperson)* Ms. ZHANG Jing (張競) Mr. WANG Kaifeng (王開峰)
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The information and statistics set out in this section and other sections of this Prospectus were extracted from the report prepared by Frost & Sullivan, which was commissioned by us, and from various official government publications and other publicly available publications. We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the Global Offering. The information from official government sources has not been independently verified by us, the Sole Sponsor, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors and advisers, or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy.

GLOBAL MEDICAL IMAGING TEST MARKET

Medical Imaging Test

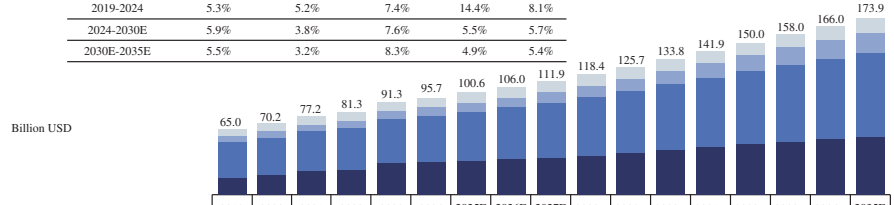
Medical imaging test refers to the visualization and analysis of human tissues and organs to assist clinical diagnosis, which increasingly incorporates computer vision and deep learning technologies to perform automated recognition and quantitative analysis. Classified by imaging modality, it covers various segments, including microscopic imaging, ultrasound and radiology (such as X-ray, CT and MRI). In particular, microscopic imaging can be further categorized into application scenarios such as chromosomes (e.g., chromosome karyotype analysis), cytology (e.g., blood and cervical cells) and histopathology (e.g., tumor pathology HE staining and immunohistochemistry (IHC) staining). Among these segments, radiology represented by CT, and microscopic imaging represented by chromosome karyotype analysis and pathological sections, have become key development areas for intelligent solutions within the global medical imaging detection industry, given their large examination volumes, higher technical barriers and significant clinical value.

Market Size of Medical Imaging Test

According to Frost & Sullivan, the global medical imaging testing market grew from USD65.0 billion in 2019 to USD95.7 billion in 2024, representing a CAGR of 8.1%. The market is projected to reach USD133.8 billion by 2030 and USD173.9 billion by 2035, with CAGRs of 5.7% and 5.4%, respectively. In terms of market composition, the Radiological segment constitutes the largest segment given its broad clinical application. The Microscopic segment, which encompasses chromosomes, cytology, and histopathology, has also demonstrated steady expansion, contributing significantly to the overall market scale alongside the Ultrasound segment.

Global Market Size of Medical Imaging Test, Breakdown by Field, 2019-2035E

Period	CAGR				
	Radiological	Ultrasound	Microscopic Imaging	Others	Total
2019-2024	5.3%	5.2%	7.4%	14.4%	8.1%
2024-2030E	5.9%	3.8%	7.6%	5.5%	5.7%
2030E-2035E	5.5%	3.2%	8.3%	4.9%	5.4%



	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Ultrasound	7.4	7.8	8.4	8.8	9.1	9.6	10.0	10.4	10.8	11.2	11.6	12.0	12.4	12.8	13.2	13.6	14.0
Microscopic Imaging	5.9	6.5	6.9	7.4	8.0	8.5	9.1	9.8	10.5	11.3	12.2	13.2	14.3	15.5	16.8	18.2	19.7
Radiological	35.2	36.9	38.7	40.6	43.2	45.6	48.1	50.8	54.8	57.9	61.1	64.4	68.5	72.1	75.8	79.8	83.9
Others	16.4	19.1	23.3	24.5	31.0	32.1	33.4	35.1	35.8	38.1	40.8	44.3	46.7	49.7	52.3	54.5	56.4
Total	65.0	70.2	77.2	81.3	91.3	95.7	100.6	106.0	111.9	118.4	125.7	133.8	141.9	150.0	158.0	166.0	173.9

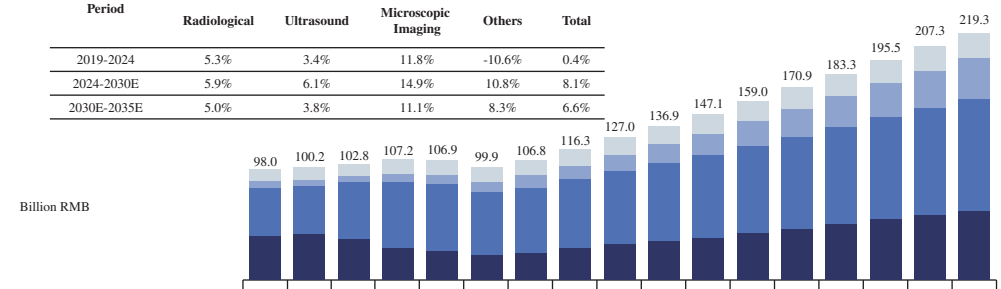
Others Radiological Microscopic Imaging Ultrasound

Source: Frost & Sullivan Analysis

In China, the market size increased from RMB98.0 billion in 2019 to RMB99.9 billion in 2024. The market is expected to enter an accelerated growth phase, reaching RMB159.0 billion by 2030 (CAGR: 8.1%) and RMB219.3 billion by 2035 (CAGR: 6.6%). Analyzed by imaging modality, Radiology and Ultrasound account for a substantial portion of the market share.

Market Size of Medical Imaging Test in China, Breakdown by Field, 2019-2035E

Period	CAGR				
	Radiological	Ultrasound	Microscopic Imaging	Others	Total
2019-2024	5.3%	3.4%	11.8%	-10.6%	0.4%
2024-2030E	5.9%	6.1%	14.9%	10.8%	8.1%
2030E-2035E	5.0%	3.8%	11.1%	8.3%	6.6%



	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Ultrasound	10.9	11.3	10.9	13.3	13.8	12.9	13.9	14.8	15.7	16.6	17.5	18.4	19.2	20.0	20.8	21.5	22.2
Microscopic Imaging	5.4	5.2	5.4	6.7	8.0	9.3	10.7	11.9	14.1	16.4	18.8	21.5	24.6	27.8	30.7	33.6	36.5
Radiological	42.9	43.0	50.3	59.3	60.0	55.4	58.5	61.7	65.6	69.7	74.0	78.1	82.3	86.5	90.7	95.1	99.7
Others	38.9	40.7	36.2	28.0	25.0	22.2	23.6	27.8	31.6	34.2	36.8	41.0	44.9	49.0	53.4	57.2	60.9
Total	98.0	100.2	102.8	107.2	106.9	99.9	106.8	116.3	127.0	136.9	147.1	159.0	170.9	183.3	195.5	207.3	219.3

Others Radiological Microscopic Imaging Ultrasound

Source: Frost & Sullivan Analysis

Notably, the Microscopic Imaging segment is emerging as a vital growth engine. From 2024 to 2030, this segment is projected to grow at a CAGR of 14.9%, significantly outpacing the overall market growth rate of 8.1%. This robust expansion is primarily underpinned by favorable policies regarding reproductive health and cancer screening, alongside the accelerating adoption of AI-enabled automated systems to address the scarcity of professional pathologists and cytogeneticists.

The Microscopic Imaging market is further categorized into three key clinical application segments, each demonstrating distinct growth trajectories:

- **Chromosome:** The market size increased from RMB0.1 billion in 2019 to RMB0.2 billion in 2024, representing a CAGR of 6.7%. It is projected to rapidly expand to RMB2.0 billion by 2030, with a CAGR of 51.3%. This segment is primarily applied in reproductive health (e.g., prenatal diagnosis) and hematological malignancies. Due to high technical barriers and labor intensity, it holds significant potential for AI-driven automation.

- **Cytology:** The market size grew from RMB1.0 billion in 2019 to RMB1.3 billion in 2024, representing a CAGR of 6.0%. The market is expected to reach RMB2.8 billion by 2030, representing a CAGR of 13.2%. This segment encompasses high-volume screening tests such as cervical cancer screening (TCT/LCT) and blood cell analysis, where AI solutions are increasingly deployed to enhance screening efficiency.

- **Histopathology:** The market size increased from RMB1.3 billion in 2019 to RMB2.4 billion in 2024, representing a CAGR of 12.6%. It is projected to grow to RMB4.5 billion by 2030, with a CAGR of 10.8%. This segment involves tissue-based diagnosis (e.g., IHC and H&E staining) and serves as the gold standard for oncology diagnosis, with digital pathology driving future growth.

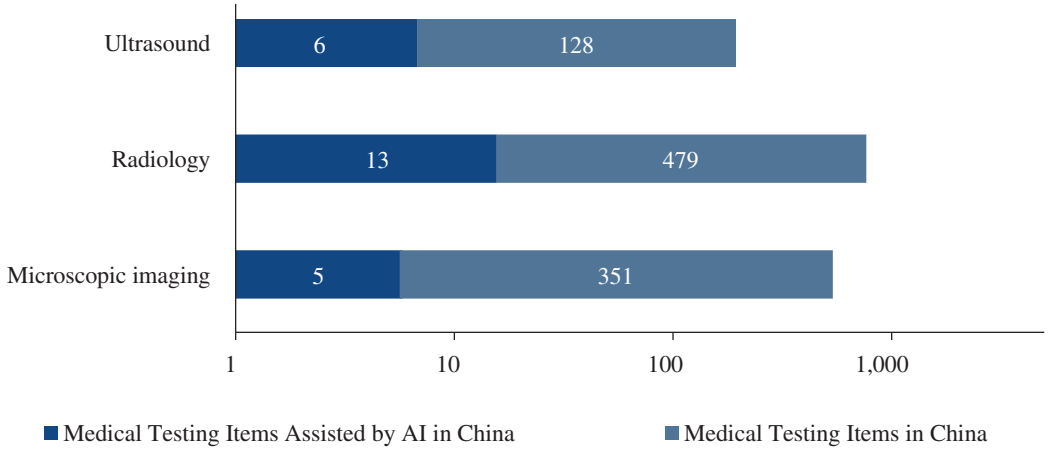
Competitive Landscape

According to Frost & Sullivan, the application of AI technologies in key segments of China's medical imaging market is still in a nascent stage. As of 2024, the penetration rate of intelligent products—measured by the number of medical test items assisted by AI against the total number of items—remains at a low level across the selected major imaging modalities (namely Microscopic Imaging, Radiology, and Ultrasound).

Among these segments, the penetration rate in Microscopic Imaging is currently the lowest. Out of 351 typical test items, only 5 have incorporated intelligent solutions, corresponding to a penetration rate of approximately 1.4%. This figure is notably lower than that of Radiology (approx. 2.7%, with 13 out of 479 items) and Ultrasound (approx. 4.7%, with 6 out of 128 items). The data indicates that, relative to other mature imaging sectors, the microscopic imaging field is at an earlier stage of intelligent transformation, presenting significant room for future technological substitution.

The following chart sets forth the penetration rate of intelligent products in these medical imaging test items in China for the year 2024:

Penetration Rate of Intelligent Products in Major Medical Imaging Test Items in China



Source: NHC, NMPA, Frost & Sullivan Analysis

Chromosome Karyotype Analysis

Introduction to Chromosome Karyotype Analysis

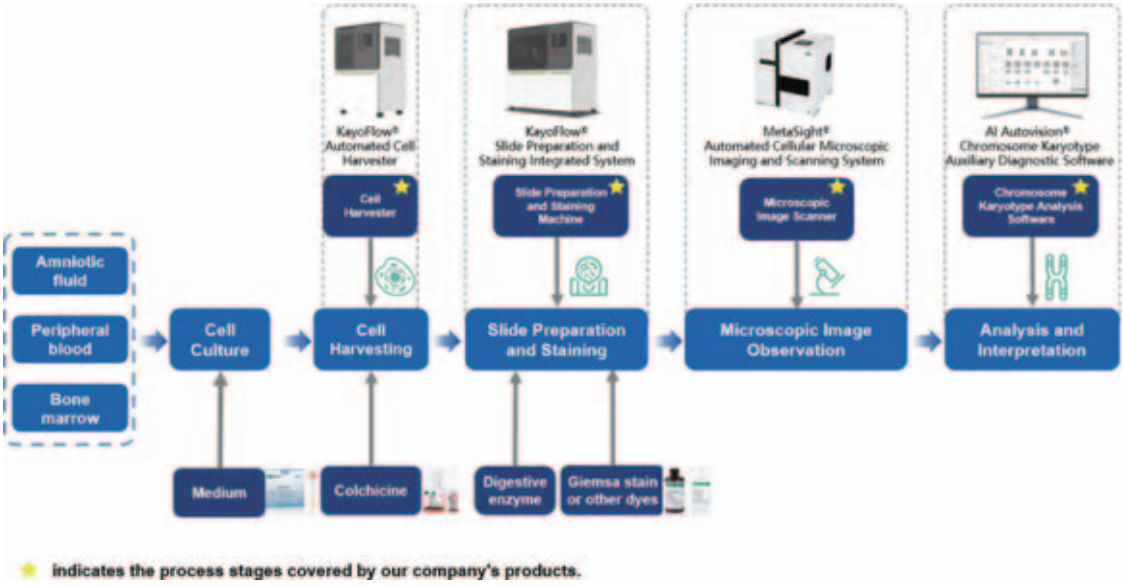
Chromosome karyotype analysis is a cytogenetic method involving the analysis of the number, morphology, and structure of chromosomes within cells based on international standards such as the International System for Human Cytogenetic Nomenclature (ISCN).

In terms of clinical value, this technology identifies chromosomal abnormalities (such as Trisomy 21, translocations and deletions) and is essential across three major application scenarios: Reproductive Healthcare (e.g., prenatal diagnosis), Hematological Malignancies (e.g., leukemia and lymphoma), and Radiological Protection Detection.

Test Process

Chromosome karyotype analysis is a highly complex procedure within microscopic imaging detection technology. It involves in vitro culture of human cells (typically peripheral blood lymphocytes, amniotic fluid cells or bone marrow cells), using stimulating factors such as Phytohemagglutinin (PHA) to induce cell division. When cells enter the metaphase of mitosis, chromosomes become highly condensed and present the clearest microscopic morphology.

The complete karyotyping test process consists of the following five core steps:



- ***Cell Culture***: Upon obtaining cell samples (e.g., peripheral blood lymphocytes, amniotic fluid cells, bone marrow cells, etc.), the samples are placed into culture flasks for incubation to ensure sufficient cell proliferation.

- ***Cell Harvesting***: Chemical reagents are added to the culture flasks to arrest cells at the metaphase of mitosis. Thereafter, operations such as fixation, centrifugation and purification are performed to obtain a concentrated cell suspension. Automated cell harvesters may be used during this process to replace manual operations.

- ***Slide Preparation and Staining***: The cells in the suspension are uniformly dropped onto glass slides, causing intracellular chromosomes to disperse onto the slides, followed by a drying process. Equipment with automated slide preparation functions can improve result consistency. Subsequently, the prepared slides undergo enzymatic digestion and are stained with staining agents to reveal the chromosomes (displaying alternating light and dark bands). Equipment with automated staining functions can improve staining uniformity.

- ***Microscopic Image Observation***: The stained slides are placed under a microscope to allow observation of Chromosome Karyotype images by the naked eye. Alternatively, automated microscopic image scanning and acquisition devices equipped with automatic digital photography and scanning functions may be used to rapidly capture Chromosome Karyotype images. Compared with direct observation under a microscope, automatically captured digital photos can be magnified for easier analysis and interpretation and are also convenient for archiving.

- ***Analysis, Interpretation, and Reporting***: In addition to manual analysis directly under a microscope, specialized software can be used to observe and analyze metaphase spreads in digital photos, thereby improving physicians' analysis speed. The analysis and interpretation process involves: segmenting chromosomes from complex overlapping states; counting the separated chromosomes; arranging them according to clinical numbering definitions (karyotyping); and finally determining and verifying numerical and structural abnormalities. For a single clinical sample, the above steps must be repeated across different cell chromosome images, typically requiring the analysis of 20 or more images.

Level of Automation

According to Frost & Sullivan, the automation level of chromosome karyotype analysis is classified into the following three tiers:

Pre-processing Stage: Cell Culture, Cell Harvesting, Slide Preparation and Staining			
	Manual Mode	**Semi-automated Mode**	**Fully Automated Mode**
Mode Definition	Full-process Manual Operation The complete testing process—encompassing cell culture, harvesting, slide preparation, staining, microscopic observation, image analysis, and report issuance—is manually performed by laboratory personnel.	Single-point Automation Dedicated automated equipment operating independently is introduced in one or more specific stages of the process (such as harvesting, staining, or scanning).	Fully Automated Pipeline Designed to construct a "Sample-in, Result-out" unattended pipeline, covering the entire process from cell harvesting, slide preparation, staining, and scanning to preliminary analysis and interpretation.
Process Characteristics	High Reliance on Manual Experience Requires high technical proficiency from operators and is time-consuming, making it difficult to meet the demands of high-throughput clinical testing.	Independent Equipment Operation There is typically no physical connection or data interoperability between devices. Manual intervention is still required for sample transfer, labeling, aliquoting, and parameter setting between steps.	Integrated Closed Loop Achieves physical connection and data interoperability across the entire process, minimizing manual operational errors to the greatest extent while enhancing testing throughput and result uniformity.
Industry Status	Gradually Being Phased Out Only a small number of hospitals still strictly rely on this mode for chromosome karyotyping.	Current Market Transitional Form Characterized by single-point automation; while it resolves efficiency issues in certain links, the overall process still contains operational breakpoints.	Industry Technology Development Trend Represents the frontier direction of current technological evolution, enabling the standardization and scalability of the testing process.

Source: Frost & Sullivan Analysis

In particular, regarding the specific stages of microscopic image scanning and karyotyping analysis, the Medical Genetics Branch of the Chinese Medical Doctor Association (CMDA) issued the Classification Table of Chromosome Karyotype Automated Analysis. This standard classifies the automation capabilities of microscopic image scanning equipment and karyotyping analysis software into five levels, ranging from L0 to L4 (corresponding to the three automation tiers mentioned above). The following table sets forth the automation capability levels of chromosome karyotype automated analysis grading.

Post-preparation Stage: Microscopic Image Scanning and Karyotyping Analysis				
L0	**L1**	**L2**	**L3**	**L4**
No Automation The analysts and clinical experts manually perform all tasks related to chromosomal karyotype analysis.	Assisted Analysis Chromosomal karyotypes are captured using a digital microscopic imaging system. Analysts manually perform all operations and analysis through computer software, while clinical diagnosis is manually carried out by clinical experts.	Partial Automation After digital imaging of the chromosomal karyotype, the software system provides automated chromosome analysis functions, such as segmentation, counting, and arrangement. However, analysts are still required to manually fine-tune and verify the accuracy of the results. Clinical diagnosis is still performed manually by clinical experts.	Partial Intelligence Analysts remain essential in the process. The software system can further perform intelligent analysis and assist in identifying most chromosomal karyotype abnormalities (including numerical and structural abnormalities). Analysts must possess professional analytical skills and be ready to intervene whenever manual adjustments are needed. Based on the karyotype expression and other clinical information of the sample, the system can generate intelligent reports for common types of chromosomal abnormalities, which are then confirmed by clinical experts.	Full Intelligence The system is capable of automatically completing all chromosomal karyotype analysis tasks, accurately identifying abnormal karyotypes, and automatically generating clinical test reports. It also allows human experts to intervene in the analysis at any time and provides access to intermediate data from the intelligent analysis process.

Source: Chinese Medical Doctor Association; Frost & Sullivan Analysis.

As of the Latest Practicable Date, semi-automated and fully automated standalone products are already available for pre-processing equipment in chromosome karyotype analysis; however, karyotyping analysis and interpretation software remains in transition from L2 to L3. The launch of software with high-precision L3/L4-level analysis capabilities is expected to materially address existing bottlenecks in detection report turnaround times, release clinician productivity and represent a key focus of future market competition.

Market Size of Chromosome Karyotype Analysis System

The global market size of chromosome karyotype analysis system is primarily driven by the increasing prevalence of genetic disorders and hematological malignancies, coupled with the rising clinical adoption of automated diagnostic solutions. The market is generally delineated by geographic regions and key clinical application scenarios, namely Reproductive Healthcare, Hematological Malignancies, and Radiological Protection Detection.

Breakdown by Region

According to Frost & Sullivan, the global chromosome karyotype analysis system market is undergoing a structural transformation. While developed regions maintain steady growth through technological iteration, emerging markets like China are poised for an inflection point, transitioning from labor-intensive manual operations to automated, AI-enabled diagnostic workflows.

- **Global Market:** The global market size increased from USD382.6 million in 2019 to USD658.8 million in 2024, representing a CAGR of 11.5%. Driven by the rising adoption of automated workstations to address the global shortage of cytogeneticists and increase diagnostic throughput, the market is projected to accelerate, reaching USD1,533.0 million by 2030 (CAGR: 15.1%) and further expand to USD5,046.7 million by 2035.

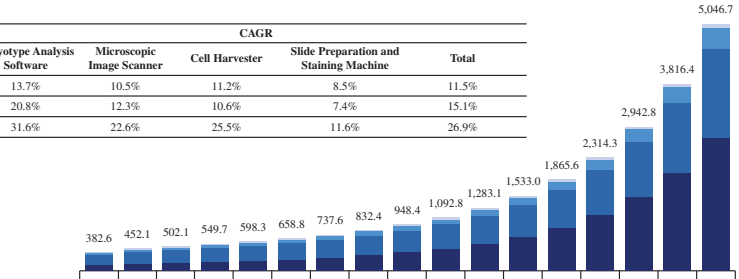
- **United States:** As a mature market characterized by high reimbursement coverage and established clinical pathways, the U.S. market grew from USD190.5 million in 2019 to USD296.4 million in 2024 (CAGR: 9.3%). Looking forward, growth will be sustained by the replacement demand for next-generation digital imaging systems and the integration of upstream and downstream diagnostic data. The market size is projected to reach USD1,542.5 million by 2035, demonstrating long-term resilience.

- **China:** Historically constrained by limited interpretation capacity and reliance on manual microscopy, the market exhibited steady growth with a CAGR of 6.7% from 2019 (RMB119.9 million) to 2024 (RMB165.9 million). However, from 2024 to 2030, the market is projected to enter a rapid expansion cycle, reaching RMB2,037.9 million by 2030 with a substantially elevated CAGR of 51.9%. This acceleration is primarily attributed to: (i) the proliferation of intelligent analysis software which effectively alleviates the bottleneck of professional resource scarcity; and (ii) the increase of clinical demand in prenatal and hematological test triggered by national policy incentives. The market is expected to further expand to RMB5,996.8 million by 2035.

The following charts set forth the market size of chromosome karyotype analysis system in global, United States, and China's markets, broken down by product type for the periods indicated:

Global Market Size of Chromosome Karyotype Analysis System, Breakdown by Product Type, 2019-2035E

Period	CAGR				
	Karyotype Analysis Software	Microscopic Image Scanner	Cell Harvester	Slide Preparation and Staining Machine	Total
2019-2024	13.7%	10.5%	11.2%	8.5%	11.5%
2024-2030E	20.8%	12.3%	10.6%	7.4%	15.1%
2030E-2035E	31.6%	22.6%	25.5%	11.6%	26.9%

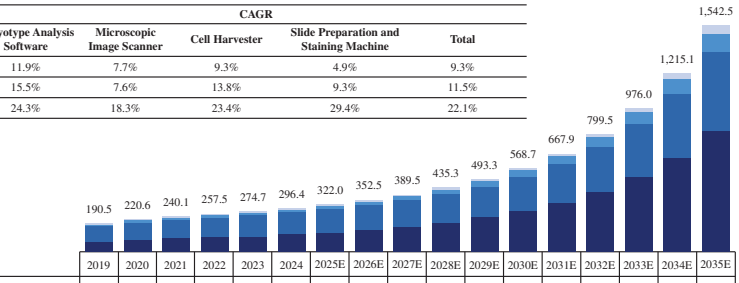


Million USD	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Slide Preparation and Staining Machine	24.9	28.1	29.0	30.7	35.2	37.5	35.9	38.5	39.5	45.9	51.6	57.4	55.7	54.9	56.5	70.0	99.1
Cell Harvester	43.1	51.4	56.9	62.9	67.4	73.4	76.8	81.9	91.2	101.3	115.2	134.4	162.1	199.7	250.7	321.8	419.2
Microscopic Image Scanner	198.9	236.7	256.8	281.2	309.3	327.8	369.1	405.2	447.8	500.7	570.7	655.8	770.5	925.3	1,136.9	1,424.6	1,818.4
Karyotype Analysis Software	115.7	135.9	159.4	174.9	186.5	220.1	255.8	306.8	369.9	444.9	545.6	685.4	877.3	1,134.4	1,498.7	2,000.0	2,710.0
Total	382.6	452.1	502.1	549.7	598.3	658.8	737.6	832.4	948.4	1,092.8	1,283.1	1,533.0	1,865.6	2,314.3	2,942.8	3,816.4	5,046.7

■ Karyotype Analysis Software ■ Microscopic Image Scanner ■ Cell Harvester ■ Slide Preparation and Staining Machine

United States' Market Size of Chromosome Karyotype Analysis System, Breakdown by Product Type, 2019-2035E

Period	CAGR				
	Karyotype Analysis Software	Microscopic Image Scanner	Cell Harvester	Slide Preparation and Staining Machine	Total
2019-2024	11.9%	7.7%	9.3%	4.9%	9.3%
2024-2030E	15.5%	7.6%	13.8%	9.3%	11.5%
2030E-2035E	24.3%	18.3%	23.4%	29.4%	22.1%

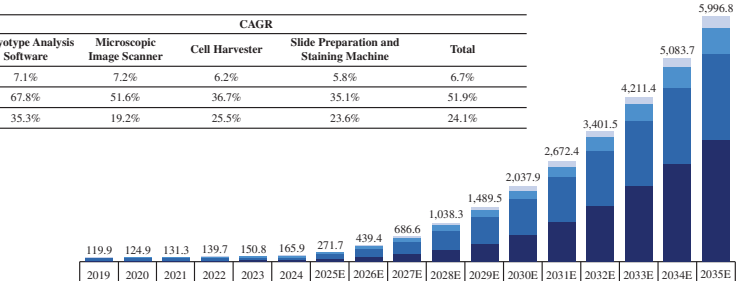


Million USD	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Slide Preparation and Staining Machine	7.8	9.0	9.1	9.2	10.7	9.9	11.2	12.2	12.6	14.3	14.7	16.9	19.2	23.8	29.6	43.0	61.3
Cell Harvester	12.9	15.0	16.0	17.7	18.4	20.1	24.0	26.4	29.3	33.0	37.5	43.7	51.8	62.7	77.3	97.2	125.2
Microscopic Image Scanner	103.3	120.0	125.6	134.4	145.6	150.0	159.7	167.8	178.0	191.0	208.8	232.3	263.3	305.7	362.0	437.2	538.4
Karyotype Analysis Software	66.5	76.6	89.4	96.2	100.1	116.4	127.1	146.1	169.5	197.1	232.2	275.8	333.6	407.3	507.1	637.7	817.6
Total	190.5	220.6	240.1	257.5	274.7	296.4	322.0	352.5	389.5	435.3	493.3	568.7	667.9	799.5	976.0	1,215.1	1,542.5

■ Karyotype Analysis Software ■ Microscopic Image Scanner ■ Cell Harvester ■ Slide Preparation and Staining Machine

China's Market Size of Chromosome Karyotype Analysis System, Breakdown by Product Type, 2019-2035E

Period	CAGR				
	Karyotype Analysis Software	Microscopic Image Scanner	Cell Harvester	Slide Preparation and Staining Machine	Total
2019-2024	7.1%	7.2%	6.2%	5.8%	6.7%
2024-2030E	67.8%	51.6%	36.7%	35.1%	51.9%
2030E-2035E	35.3%	19.2%	25.5%	23.6%	24.1%



Million RMB	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Slide Preparation and Staining Machine	14.0	14.7	15.4	16.3	17.3	18.5	24.1	33.7	48.9	65.9	85.1	112.8	139.9	173.4	214.2	264.5	325.4
Cell Harvester	26.2	27.5	29.1	30.9	33.0	35.3	47.0	67.2	99.5	137.3	181.2	230.3	290.2	364.2	457.1	573.6	717.0
Microscopic Image Scanner	56.0	59.4	63.6	68.0	73.4	79.3	138.8	224.9	348.5	522.8	737.2	963.5	1,220.8	1,498.0	1,778.2	2,057.5	2,318.8
Karyotype Analysis Software	23.2	23.9	24.9	26.4	28.5	32.7	63.8	114.9	195.3	312.6	475.1	731.3	1,074.6	1,514.4	2,043.5	2,655.2	3,317.3
Total	119.9	124.9	131.3	139.7	150.8	165.9	271.7	439.4	686.6	1,038.3	1,489.5	2,037.9	2,672.4	3,401.5	4,211.4	5,083.7	5,996.8

■ Karyotype Analysis Software ■ Microscopic Image Scanner ■ Cell Harvester ■ Slide Preparation and Staining Machine

Source: Frost & Sullivan Analysis

Breakdown by Clinical Application in China

The chromosome karyotype analysis system market in China is segmented into three major clinical application scenarios: Reproductive Healthcare, Hematological Malignancies, and Radiological Protection Detection.

- **Reproductive Healthcare:** As the cornerstone of the market, this segment accounted for approximately 82.9% of the total China market in 2024. While the U.S. market has reached maturity relying on established cytogenetic networks, the China market is undergoing a dual transformation of rapid expansion and technological upgrading. The robust growth trajectory (projected CAGR of 46.0% from 2024 to 2030) is underpinned by three structural drivers:

  - Unleashed Clinical Demand: The demographic shift towards advanced maternal age has significantly elevated the risks of chromosomal abnormalities, transforming prenatal diagnosis and infertility evaluation from optional screenings to clinical necessities. Furthermore, the rising penetration of assisted reproductive technology (ART) services has created a new, substantial demand increment.

  - Automation-Driven Accessibility: Historically, market penetration was constrained by the high cost of laboratory construction and the scarcity of professional technicians in primary care institutions. The introduction of fully automated solutions (covering cell harvesting, slide preparation, staining, and intelligent analysis) is dismantling these barriers, enabling widespread deployment in grassroots maternal and child health hospitals and shifting the growth model from "volume-price increase" to "scale-driven expansion."

  - Policy & Standardization: Supportive government policies on birth defect prevention are enhancing public awareness, while stricter quality control standards are accelerating the replacement of manual operations with standardized, automated systems.

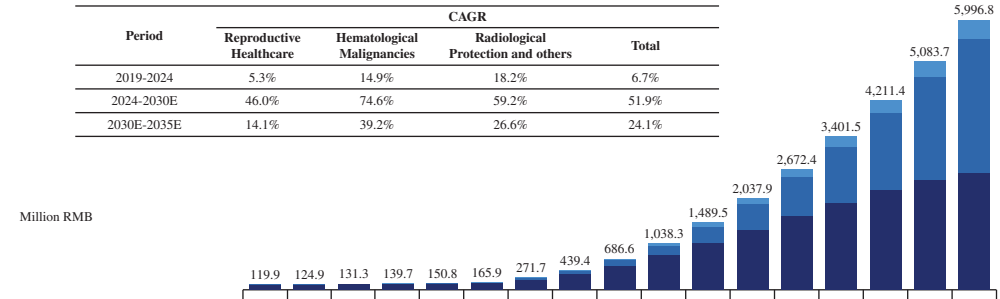
- **Hematological Malignancies:** Currently representing the segment with the highest growth potential, hematological malignancies are entering a phase of rapid expansion. Chromosome karyotyping is increasingly recognized as a critical standard for the risk stratification and prognostic assessment of leukemia and lymphoma. Historically constrained by technical complexity, the adoption of automated AI solutions is enabling precise diagnosis at scale. Consequently, the market size is projected to increase from RMB20.1 million in 2024 to RMB569.7 million by 2030, with a CAGR of 74.6%, significantly outpacing the industry average.

- **Radiological Protection Detection:** This segment focuses on the mandatory occupational health monitoring for personnel exposed to ionizing radiation. Currently, traditional manual microscopy remains mainstream, utilized by over 80% to 90% of qualified institutions, leaving significant room for automation. Future growth is propelled by the accelerated substitution of manual operations with computer-aided analysis software to address efficiency bottlenecks, alongside strictly enforced compliance requirements. Consequently, the market size is projected to grow from RMB8.3 million in 2024 to RMB135.2 million by 2030, representing a robust CAGR of 59.2%.

The following diagram sets forth the breakdown of China's chromosome karyotype analysis system market by clinical application for the periods indicated:

China's Market Size of Chromosome Karyotype Analysis System, Breakdown by Clinical Application, 2019-2035E

Period	CAGR			
	Reproductive Healthcare	Hematological Malignancies	Radiological Protection and others	Total
2019-2024	5.3%	14.9%	18.2%	6.7%
2024-2030E	46.0%	74.6%	59.2%	51.9%
2030E-2035E	14.1%	39.2%	26.6%	24.1%



	2019	2020	2021	2022	2023	2024	2025E	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E	2034E	2035E
Total	119.9	124.9	131.3	139.7	150.8	165.9	271.7	439.4	686.6	1,038.3	1,489.5	2,037.9	2,672.4	3,401.5	4,211.4	5,083.7	5,996.8
Radiological Protection and others	3.6	4.4	5.3	6.0	6.9	8.3	14.4	24.7	40.5	64.3	95.9	135.2	180.9	234.8	296.5	365.1	439.3
Hematological Malignancies	10.0	9.4	12.6	14.3	17.4	20.1	35.3	63.9	115.9	206.7	355.9	569.7	859.2	1,235.8	1,713.6	2,296.0	2,979.3
Reproductive Healthcare	106.3	111.0	113.4	119.4	126.4	137.5	222.0	350.8	530.3	767.2	1,037.7	1,333.0	1,632.4	1,930.9	2,201.3	2,422.5	2,578.2

Reproductive Healthcare Hematological Malignancies Radiological Protection and others

Source: Frost & Sullivan Analysis

Competitive Landscape

According to Frost & Sullivan, the chromosome karyotype analysis system market in China is relatively concentrated. As of the Latest Practicable Date, there were approximately 17 market participants engaging in the provision of chromosome karyotype analysis products and services in China. Among the approved products, there were five automatic cell harvesters and two integrated slide preparation and staining machines. In addition, 40 microscopic image scanners had been approved, while 11 karyotype analysis software systems had also been approved. As of the Latest Practicable Date, all such products are classified as Class I or Class II medical devices. Class I devices are filed with the relevant municipal AMRs, Class II devices are registered with the provincial MPAs, and Class III devices require registration with the NMPA. However, no Class III medical device registration certificate has yet been issued in this segment.

This competitive landscape is increasingly shaped by national strategic directives. In recent years, programmatic documents such as the "Healthy China 2030" Planning Outline, the "14th Five-Year" National Health Plan, and the Implementation Opinions on Promoting and Regulating the Application and Development of "Artificial Intelligence + Medical Health" have emphasized the digital and intelligent transformation of medical imaging. These policies directly promote the adoption and clinical integration of our products across various clinical application scenarios—including Reproductive Healthcare, Hematological Malignancies, and Radiological Protection Detection—with a particularly significant impact on our core focus in maternal and child health and birth defect prevention and control:

- **Standardization of Clinical Diagnostic Pathways**: By elevating "birth defect prevention" and "maternal and child health" to national strategic priorities, these policies have institutionalized chromosome karyotype analysis as a Gold Standard in prenatal diagnostic pathways. Such guidance drives the recurring demand for our analysis systems (such as AI AutoVision®) as essential tools for medical institutions to meet standardized clinical requirements.

- **Addressing Resource Scarcity via Automation**: The policy mandate for achieving full coverage of intelligent auxiliary applications in primary diagnosis by 2030 directly targets the acute shortage of professional technicians in grassroots hospitals. As cytogenetic analysis in reproductive health, hematological oncology, and radiological protection share common bottlenecks of high labor intensity and long training cycles, this administrative objective facilitates the market penetration of our automated solutions (such as the KayoFlow® series) to bridge the talent gap and improve diagnostic throughput.

- **Establishment of Regulatory Entry Barriers for Innovative Systems**: These policies prioritize the implementation of AI-driven diagnostic and decision-support systems in complex clinical scenarios. Our AI AutoVision®, with its advanced capabilities in automated recognition and abnormality detection, specifically aligns with the policy goal of enhancing the accuracy and consistency of birth defect detection. This alignment provides a clear regulatory and clinical pathway for our innovative products, securing a first-mover advantage as the industry transitions toward higher Class III registration standards.

Leveraging its proactive alignment with these policy trends and its leading technological position, the top five players in the market accounted for an aggregate market share of approximately 89.6% in terms of revenue in 2024. The Company ranked first in the market with a market share of 30.6%.

The following table sets forth the ranking of the top five enterprises in China's chromosome karyotype analysis system market in 2024. The ranking is derived based on the revenue generated specifically from chromosome karyotype analysis businesses.

Ranking	Company	Market Share%	Characteristics of Companies
1	**Diagens**	**30.6**	**Established in 2016, the Company focuses on developing medical imaging products and services and has built a portfolio comprising six medical imaging software products, three commercialized devices, four reagents, and two technology licensing offerings.**
2	Company A	26.1	Company A was founded in 1846 in Jena, Germany. In 1957, Company A first entered the China market. Currently, Company A's operations in China span multiple areas, including medical technology and research microscopy solutions.
3	Company B	12.5	Company B was founded in 1849 in Wetzlar, Germany, and first entered the China market in 1985. In 1993, Company B established its Shanghai subsidiary to support its local operations. The core business of company B in Shanghai is primarily organized into two major divisions: optical microscopy systems and histopathology systems.
4	Company C	12.5	Company C was founded in 2014 in Shanghai, China. The core businesses of company C include chromosome scanning and analysis systems, sperm quality analyzers, bone marrow and blood cell imaging products, and pathological microscopic imaging systems.
5	Company D	7.9	Company D was founded in 2018 in Hunan, China. Company D has successfully achieved an industrialized pathway for cytogenetics.

Source: Public information, Expert interview, Frost & Sullivan Analysis

Note: Companies included in the ranking have core businesses that all fall under chromosome karyotype analysis. Meanwhile, as most companies have limited public information, the ranking is based on total revenue scale.

REPRODUCTIVE HEALTHCARE IMAGING TEST MARKET

Reproductive healthcare imaging test is a medical field that utilizes imaging technology to analyze the human reproductive system and related diseases and provide auxiliary diagnostic support. In China, key application directions include auxiliary interpretation of cervical cancer imaging, chromosome karyotype analysis technology, and analysis of obstetric and pregnancy ultrasound images.

Reproductive Healthcare Chromosome Karyotype Analysis System Market

In the field of reproductive healthcare, the primary clinical application scenarios for chromosome karyotype analysis include: (i) causal investigation for populations with infertility or recurrent spontaneous abortion prior to pregnancy; (ii) fetal chromosome abnormality test for advanced maternal age and high-risk pregnancies during pregnancy; and (iii) testing for neonates or adults exhibiting signs of chromosomal disorders.

Market Size of Reproductive Healthcare Chromosome Karyotype Analysis System

According to Frost & Sullivan, the global market for reproductive healthcare chromosome karyotype analysis achieved continuous growth during the period from 2019 to 2024.

- In the United States, the market size increased from USD86.1 million in 2019 to USD127.5 million in 2024. It is projected to grow at a CAGR of 9.8% from 2024 to 2030, and further accelerate to a CAGR of 20.8% from 2030 to 2035, demonstrating the steady growth trajectory typical of a mature market.

- In China, the market size reached RMB137.5 million in 2024, up from RMB106.3 million in 2019, representing a CAGR of 5.3%. Driven by the escalating clinical demand for prenatal diagnosis and infertility evaluation, this market is projected to expand rapidly to RMB1,333.0 million by 2030, with an accelerated CAGR of 46.0% from 2024 to 2030. It is further expected to reach RMB2,578.2 million by 2035, reflecting a continued CAGR of 14.1% from 2030 to 2035.

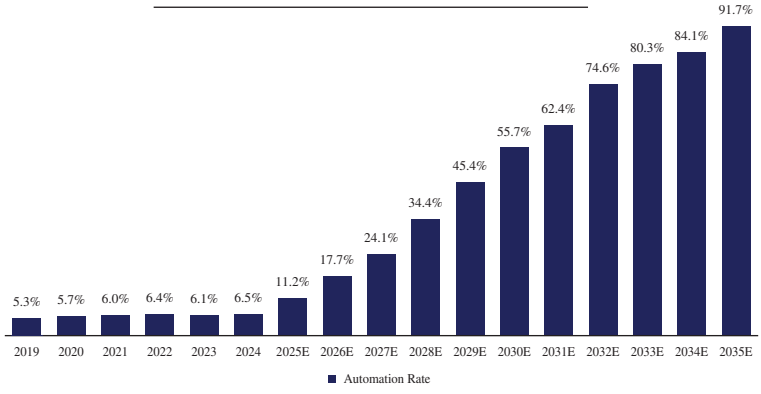
Automation Penetration Rate

Driven by policy support, a growing testing population, rising labor costs and heightened quality standardization requirements, medical institutions at all levels are actively upgrading equipment from "manual to semi-automated" and from "semi-automated to fully automated," resulting in a rapid increase in the penetration rate of automated products.

According to Frost & Sullivan, the automation rate of chromosome karyotype analysis in reproductive healthcare in China increased from 5.3% in 2019 to 6.5% in 2024, at a modest CAGR of 4.1%. However, the adoption of automation is expected to accelerate significantly, with the rate projected to reach 55.7% by 2030, reflecting a strong CAGR of 43.0% from 2024 to 2030. From 2030 to 2035, automation is anticipated to continue its upward trajectory, reaching 91.7% by 2035, albeit at a slower CAGR of 10.5%. This trend indicates a rapid and widespread integration of automation technologies in reproductive cytogenetic diagnostics across China.

China's Automation Rate of Reproductive Healthcare Chromosome Karyotype Analysis System, 2019-2035E

Period	CAGR
2019-2024	4.1%
2024-2030E	43.0%
2030E-2035E	10.5%



Competitive Landscape of Reproductive Healthcare Chromosome Karyotype Analysis System Market in China

The reproductive healthcare chromosome karyotype analysis system market in China presents a relatively concentrated competitive. According to Frost & Sullivan, as of the Latest Practicable Date, there are approximately 17 major market participants. In terms of sales revenue in 2024, the top three enterprises combined account for over 70% of market share, indicating a high degree of market concentration.

Market participants in the Harvesting and Slide Preparation/Staining (Pre-processing) stage of the reproductive healthcare chromosome karyotype analysis system market are predominantly domestic vendors, with fewer international vendors involved. With increasing requirements for slide preparation consistency under laboratory management systems, pre-processing workflows that historically relied on manual operations are shifting towards automation. We have established a leading position in this sub-segment by integrating harvesting and slide preparation/staining steps through our KayoFlow® series products.

Microscopic Image Observation and Karyotyping Analysis have higher technical barriers and represent the critical link determining detection efficiency and accuracy.

- ***Microscopic Scanning Equipment***: This market is mainly occupied by Zeiss, Leica, and the Company. In 2024, microscopic image scanners accounted for approximately 45.4% of the overall chromosome karyotype analysis system market in China. Competitive focus is gradually shifting from optical resolution to "high-speed scanning + unattended operation" capabilities.

- ***Karyotyping Analysis Software***: This module directly affects efficiency of the final detection report. As of the Latest Practicable Date, there are approximately 11 commercialized Chromosome Karyotype analysis software products in the China market. The market is currently concentrated on L1 (basic image processing) and L2 (semi-automated segmentation and arrangement) products, while L3 intelligent products have not yet entered formal commercialization.

The table below sets forth a comparison of the competitive landscape of major chromosomal karyotyping analysis software in the China market as of the Latest Practicable Date:

Company	Product Name	Reg. Class	Approval Time/ Status	Automation Level	Core Functional Features
Diagens	**AI-Assisted Chromosome Karyotype Diagnostic Software (Brand name: AI AutoVision®)**	**III**	**Expected Approval: Q1 2026**	**L3**	**Intelligent segmentation, counting, identification, arrangement, and abnormality flagging** (Class III registration application in progress)
Diagens	Chromosome Analysis Software **(Brand name: AutoVision®)**	II	Approved in 2019	L2	Capable of preliminary automated segmentation and arrangement.
Zeiss/ MetaSystems	Ikaros Chromosome Karyotype Analysis Software	II	Approved in 2015	L1	Basic image processing functions
BeionMed	Medical Imaging Software	II	Approved in 2019	L2	Capable of preliminary automated segmentation and arrangement.
Zixing AI Medical	Chromosome Karyotype Analysis Software	II	Approved in 2020	L2	Capable of preliminary automated segmentation and arrangement
Speckaryo	Medical Microscopic Imaging Software	II	Approved in 2023	L2	Capable of preliminary automated segmentation and arrangement.

Source: NMPA, Frost & Sullivan Analysis

HEMATOLOGICAL ONCOLOGY MEDICAL IMAGING TEST MARKET

Hematological malignancies, primarily including leukemia, lymphoma and multiple myeloma, are malignant tumors originating from the hematopoietic system. According to World Health Organization (WHO) classification standards and relevant clinical diagnosis and treatment guidelines in China, diagnosis follows the "MICM" comprehensive model, which encompasses Morphology, Immunology, Cytogenetics and Molecular biology detection.

In China, annual incidence of hematological malignancies continues to rise, with 204,800 newly confirmed cases in 2024. The number of new patients is projected to increase to 226,300 by 2030, and further to 243,900 by 2035, representing CAGRs of 1.7% from 2024 to 2030 and 1.5% from 2030 to 2035, respectively.

Hematological Malignancies Chromosome Karyotype Analysis System Market

Chromosome karyotype analysis is one of the "gold standards" for diagnosis, typing, prognostic evaluation and therapeutic monitoring of hematological malignancies. For example, detecting the Philadelphia chromosome in Chronic Myeloid Leukemia (CML) or identifying complex karyotypic abnormalities in Acute Myeloid Leukemia (AML) directly informs patient risk stratification and treatment regimen selection.

Market Size of Hematological Malignancies Chromosome Karyotype Analysis System

According to Frost & Sullivan:

In the United States, the market size increased from USD72.5 million in 2019 to USD124.5 million in 2024, registering a CAGR of 11.4%. It is projected to reach USD269.0 million by 2030, representing a CAGR of 13.7% from 2024 to 2030. From 2030 to 2035, the market is expected to further expand to USD766.8 million, with a CAGR of 23.3%.

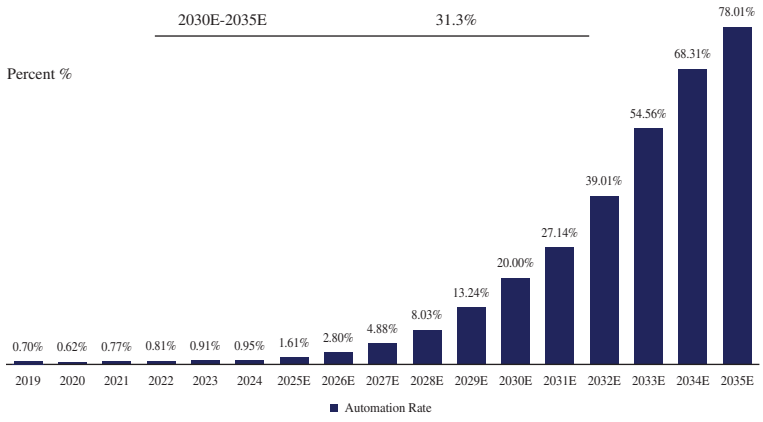
In China, the market grew from RMB10.0 million in 2019 to RMB20.1 million in 2024, representing a CAGR of 14.9%. It is projected to increase significantly to RMB569.7 million by 2030, with a CAGR of 74.6% from 2024 to 2030. Furthermore, the market is expected to reach RMB2,979.3 million by 2035, reflecting a CAGR of 39.2% from 2030 to 2035.

Automation Penetration Rate

According to Frost & Sullivan, the automation rate of chromosome karyotype analysis system in hematological malignancies in China increased modestly from 0.70% in 2019 to 0.95% in 2024, at a CAGR of 6.3%. However, the adoption of automation technologies is expected to accelerate significantly, with the automation rate projected to rise to 20.0% by 2030, representing a robust CAGR of 66.2% from 2024 to 2030. From 2030 to 2035, the trend is expected to continue, reaching 78.0% by 2035 at a CAGR of 31.3%. This surge reflects a rapid transformation in laboratory workflows, driven by increasing demand for efficiency and accuracy in hematological cancer diagnostics.

China's Automation Rate of Hematological Malignancies Chromosome Karyotype Analysis System, 2019-2035E

Period	CAGR
2019-2024	6.3%
2024-2030E	66.2%
2030E-2035E	31.3%



Source: NBSC. Frost & Sullivan Analysis

Competitive Landscape of Hematological Malignancies Chromosome Karyotype Analysis System Market in China

As of the Latest Practicable Date, approved chromosome karyotype analysis software products are all classified as Class II medical devices. These software typically offer only basic chromosomal image processing functions and lack robust, intelligent analysis capabilities tailored for hematological tumor chromosomes.

The Company's AI AutoVision® software, upon completion of its indication expansion for hematological malignancies, is expected to be among the first products in the market capable of delivering a fully automated, end-to-end workflow for complex karyotype analysis in this field. The table below sets forth the major participants in the intelligent chromosome karyotype analysis system market for hematological malignancies in China:

Company	Product Name	Reg. Class	Approval Time/ Status	Automation Level	Core Functional Features
Diagens	**AI-Assisted Chromosome Karyotype Diagnostic Software (Brand name: AI AutoVision®)**	**III**	**Expected Approval: December 2028**	**L3**	**Intelligent segmentation, counting, identification, arrangement, and abnormality flagging** (Class III registration application in progress)
Diagens	Chromosome Analysis Software **(Brand name: AutoVision®)**	II	Approved in 2019	L2	Capable of preliminary automated segmentation and arrangement.
Zeiss/ MetaSystems	Ikaros Chromosome Karyotype Analysis Software	II	Approved in 2015	L1	Basic image processing functions
BeionMed	Medical Imaging Software	II	Approved in 2019	L2	Capable of preliminary automated segmentation and arrangement.
Zixing AI Medical	Chromosome Karyotype Analysis Software	II	Approved in 2020	L2	Capable of preliminary automated segmentation and arrangement
Speckaryo	Medical Microscopic Imaging Software	II	Approved in 2023	L2	Capable of preliminary automated segmentation and arrangement.

Source: NMPA, Frost & Sullivan Analysis

RADIOLOGICAL PROTECTION DETECTION MARKET

Radiological protection detection primarily refers to assessment of dose received by an individual through biological means, known as "biological dosimetry." This technology quantitatively evaluates biological effects of ionising radiation on the human body by analyzing genetic damage indicators (mainly including dicentric chromosomes and micronuclei) in human peripheral blood lymphocytes.

Market Opportunities for Radiological Protection Detection

According to Frost & Sullivan, the addressable population for radiological protection in China is expanding, driven by the accelerated adoption of nuclear technology and medical imaging across healthcare, industrial, and energy sectors. It is estimated that there are nearly 800,000 radiological workers exposed to artificial radiation sources in China, among whom approximately 450,000 work in radiological diagnosis and treatment institutions.

Competitive Landscape of Radiological Protection Detection

According to Frost & Sullivan, the domestic radiological hygiene detection market remains fragmented, with low automation penetration. Among institutions with radiological hygiene technical service qualifications nationwide, over 80%-90% still adopt traditional manual microscopic inspection. As of the Latest Practicable Date, the National Medical Products Administration of China has not approved any medical device certificate for chromosome karyotype analysis software that explicitly include radiation protection as an intended use.

PRC REGULATORY OVERVIEW

Our business operations in the PRC are subject to relevant laws and regulations and government supervision. This section provides an overview of the major relevant laws, regulations, rules and policies that may impact on our business operations in the PRC. For more information, see Appendix IV to this prospectus.

LAWS AND REGULATIONS RELATING TO MEDICAL DEVICES

Regulations and Classification of Medical Devices

Pursuant to the Regulations on the Supervision and Administration of Medical Devices (《醫療器械監督管理條例》), (State Council, effective April 1, 2000, latest amended December 6, 2024, effective January 20, 2025), medical devices are classified into Class I (low risk), II (medium risk), and III (high risk) based on risk level. Class I devices have low risk and can be ensured through routine administration. Class II devices have medium risk and require strict control. Class III devices have high risk and require special administrative measures. China's medical device regulatory framework centers on this regulation, with risk control achieved through classification-based management, registration and approval, and production and distribution licensing.

Registration and Filing of Medical Device Products

Pursuant to the Administrative Measures for the Registration and Filing of Medical Devices (《醫療器械註冊與備案管理辦法》) promulgated by the State Administration for Market Regulation ("SAMR") on 26 August 2021, and took effect on 1 October 2021, medical devices of Class I are subject to filing, while medical devices of Class II and Class III are subject to registration.

Applicants of domestic Class I medical devices shall submit record-filing materials to the drug regulatory authorities at the level of city divided into districts. Domestic Class II medical devices shall be examined by the drug regulatory authorities of provinces, autonomous regions and centrally-administered municipalities which shall issue the Medical Device Registration Certificate upon approval after examination. Domestic Class III medical devices shall be examined by the NMPA which shall issue the Medical Device Registration Certificate upon approval after examination.

Applicants of imported Class I medical devices shall submit record-filing materials to the NMPA. Imported Class II and III medical devices shall be examined by the NMPA which shall issue the Medical Device Registration Certificate upon approval after examination.

The registration and filing of medical devices should comply with relevant laws, regulations, rules and mandatory standards, to prove that the registered and filed medical devices are safe, effective and of controllable quality.

Pursuant to the Regulations on the Supervision and Administration of Medical Devices, for registered Class II and Class III medical device products, if substantive changes occur in their design, raw materials, production process, intended use or methods of use, which may affect the safety and effectiveness of the device, the registrant shall apply to the original registration department for modification of the registration. For other changes, the registrant shall handle the matter through filing or reporting in accordance with the provisions of the drug regulatory department under the State Council. The product name, model, specifications, structure and composition, scope of application, technical requirements and manufacturing address of the imported medical device stated in the registration certificate are items subject to modification registration as prescribed in the preceding sentence.

Clinical Evaluation and Clinical Trials for Medical Devices

According to the Regulations on the Supervision and Administration of Medical Devices, clinical evaluation is required for the registration or filing of medical device products. Exemptions apply if: the medical device has a clearly established mechanism of action, finalized design, and mature production process; a same-category device has been marketed for years with no record of serious adverse events and no change to its conventional intended use; OR non-clinical evaluation can sufficiently demonstrate the safety and effectiveness of the medical device.

According to the Announcement on Issuing the Catalog of Medical Devices Exempt from Clinical Evaluation (《關於發布免於進 行臨床評價醫療器械目錄的通告》) released by the NMPA and effective on May 12, 2025, medical devices not listed in this catalog must undergo clinical evaluation prior to registration or filing; when conducting such clinical evaluations, applicants may demonstrate the device's safety and efficacy by conducting clinical trials or analyzing clinical literature and data of equivalent devices based on product characteristics, clinical risks and existing clinical data availability. Under the Regulations on the Supervision and Administration of Medical Devices and the Administrative Measures for the Registration and Filing of Medical Devices, clinical trials for higher-risk Class III medical devices must obtain prior NMPA approval, and the NMPA issued the latest version of the List of Class III Medical Devices Requiring Clinical Trial Approval on September 14, 2020. All clinical trials must comply with the Good Clinical Practice for Medical Device Clinical Trials (《醫療器械臨床試驗質量管理規範》, "GCP"), jointly issued by the NMPA and the National Health Commission ("NHC") on March 24, 2022 and effective from May 1, 2022, which stipulates clinical trial procedures including protocol design, implementation, monitoring, auditing, inspection, data collection, recording, analysis, summarization and reporting. Prior to trial initiation, the sponsor must complete the investigational device's preclinical studies (including product performance verification and validation, product testing reports based on technical requirements, and risk-benefit analysis), obtain approval from the relevant clinical trial organization's ethics committee, and sign a written agreement with the clinical trial institution and principal investigator to specify each party's rights and obligations.

Special Procedures for Examination and Approval of Innovative Medical Devices

On 8 October 2017, the General Office of the CPC Central Committee and the General Office of the State Council issued the Opinions on Deepening the Reform of the Evaluation and Approval Systems and Encouraging Innovation in Drugs and Medical Devices (《關於深化審評審批制度改革鼓勵藥品醫療器械創新的意見》, the "Opinions"), aiming to foster medical device innovation. Under the Opinions, priority review and approval apply to innovative medical devices supported by national science and technology major projects or key R&D programs, and whose clinical trials are conducted by National Clinical Research Centers and approved by their administrative authorities.

On 2 November 2018, the NMPA promulgated the Special Procedures for Examination and Approval of Innovative Medical Devices (《創新醫療器械特別審查程序》, effective from 1 December 2018, which apply to medical devices meeting the following criteria: (1) the applicant legally holds core technology patents through domestic innovation or transfer, with a maximum five-year gap between special review of innovative medial device application and patent authorization; or the core technology patent application is publicly disclosed, and the Patent Search and Consultation Center of the State Intellectual Property Office confirms its novelty and innovation; (2) the applicant has developed a prototype and completed preliminary research with traceable and complete data under authentic and controlled processes; (3) the product features domestically first-of-its-kind working principles, fundamental improvements in performance or safety versus peers, internationally leading technical standards, and significant clinical value. Upon registration, the NMPA's Medical Device Evaluation Center prioritizes technical review, followed by expedited administrative approval by the NMPA.

The Center for Medical Device Evaluation ("CMDE") of the NMPA issued the Implementation Rules for the Review of Innovative Medical Device Special Review Applications on 17 April 2025. The core content involves establishing detailed operational rules to implement the Special Procedures for Examination and Approval of Innovative Medical Devices. It specifies the formal review requirements for applications, the expert selection criteria, the specific expert review process, the objection handling procedure, and the communication mechanism during the post-approval registration phase. Furthermore, it clarifies that approved projects will receive supporting services such as early communication, dedicated guidance, and priority handling during the registration phase.

On 26 March 2025, the NMPA promulgated the Announcement on Strengthening Support for Innovative Medical Devices (《器審中心關於進一步加大對創新醫療器械支持力度有關事項的通告》, the "Announcement"). According to the Announcement, the CMDE of the NMPA has researched and decided that, starting from 26 March 2025, further guidance and services for the research and development of innovative medical devices will be strengthened in accordance with the requirements of "early involvement, company-specific guidance, full-process supervision, and

coordinated research and evaluation." Specifically, for innovative medical device products, after completing preclinical research and feasibility clinical trials (when necessary), applicants may submit a pre-review application for the clinical trial protocol through the consultation channel for major technical issues regarding innovative products established by the CMDE. The application must include the proposed clinical trial protocol, a comprehensive rationale for the study, relevant supporting materials, and necessary preclinical research data. The CMDE will conduct a pre-review of the clinical trial protocol based on the applicant's request, and the pre-review opinions will serve as an important reference for subsequent technical evaluation.

Classification Management System for Artificial Intelligence Medical Software Products

According to the Guiding Principles for the Classification and Definition of Artificial Intelligence Medical Software Products (《人工智能醫用軟件產品分類界定指導原則》), if a software product processes medical device data as its target, with core functions such as processing, measuring, model computing, and analyzing medical device data, and is used for medical purposes, it meets the definition of medical devices as specified in the Regulations on the Supervision and Administration of Medical Devices and shall be managed as a medical device.

If a software product processes non-medical device data (such as information like patient complaints, conclusions of inspection and examination reports, etc.) as its target, or its core functions do not involve processing, measuring, model computing, or analyzing medical device data, or it is not used for medical purposes, it shall not be managed as a medical device.

According to the Medical Device Classification Catalog (2025 Edition) (《醫療器械分類目錄(2025年版)》) and the Guiding Principles for the Classification and Definition of Artificial Intelligence Medical Software Products, artificial intelligence medical software with low-maturity algorithms (i.e., unmarketed or lacking sufficient safety/effectiveness validation) shall be classified as Class III medical devices if intended for clinical decision support, including: lesion characterization, pathological nature determination, medication guidance, treatment planning (other functions providing diagnostic/therapeutic recommendations), and shall be classified as Class II medical devices if providing non-decision support functions, such as: data processing/measurement, clinical reference information (non-diagnostic). Where classification remains unclear, registration applicants must apply for categorical determination.

On 7 March 2022, the CMDE of the NMPA issued the Guiding Principles for the Registration Review of Artificial Intelligence Medical Devices ("《人工智能醫療器械註冊審查指導原則》"). This document serves as a foundational framework established by the NMPA to standardize the registration process for artificial intelligence enabled medical devices. It provides full lifecycle management guidance for Class II and III artificial intelligence standalone software and medical devices incorporating artificial intelligence components. The guidelines clearly define artificial intelligence medical devices, their types (e.g., decision-support vs. non-decision-support), and algorithm update mechanisms (categorized as algorithm-driven and data-driven updates). They establish three core principles: algorithm characteristics-based evaluation, risk-oriented management, and full lifecycle quality control. The document specifies detailed quality control requirements for each stage, from demand analysis, data collection, and algorithm design to verification, validation, and update control, emphasizing data security, algorithm interpretability, and the standardized use of third-party databases. Furthermore, it outlines registration submission requirements, such as algorithm research reports, providing clear development and compliance pathways for enterprises. The ultimate goal is to promote high-quality and secure advancement in the artificial intelligence medical industry.

For innovative medical devices, the NMPA has established the Special Review Procedure for Innovative Medical Devices (《創新醫療器械特別審查程序》), which applies a prioritized review process to eligible innovative products.

ADMINISTRATION OF THE PRODUCTION AND QUALITY OF MEDICAL DEVICES

According to the Measures for the Supervision and Administration of the Production of Medical Devices (《醫療器械生產監督管理辦法》) (the "Measures for Administration of the Production of Medical Devices") promulgated and implemented by the CFDA on 20 July 2004, amended on 10 March 2022 by the SAMR and effective on 1 May 2022, classification management is conducted on the production of medical devices according to the risk level of medical devices. Class II and III medical device production requires approval and a permit from provincial-level drug authorities. Class I production requires filing with municipal-level drug authorities.

Pursuant to the Measures for Administration of the Production of Medical Devices, medical device registrants, filers and entrusted production enterprises shall establish and effectively maintain a sound quality management system that is suitable for such medical devices produced in accordance to the requirements of the Good Manufacturing Practice of Medical Devices, and organise production in strict accordance with the registered or filed technical requirements of the product to ensure that the produced medical devices meet the mandatory standards and the registered or filed technical requirements of the product.

Medical device manufacturers shall meet the following requirements: (1) having production sites, environmental conditions, production equipment and professional technical personnel that are commensurate with the medical devices being produced; (2) having institutions or full-time inspectors and inspection equipment capable of quality inspection of the medical devices produced; (3) having management systems to ensure the quality of medical devices; (4) having after-sales service capabilities commensurate with the medical devices being produced; and (5) complying with the requirements specified in the product development and production process documents.

Pursuant to the GMP promulgated by CFDA on 29 December 2014 and effective on 1 March 2015, enterprises engaging in production of medical devices shall establish a sound quality management system in accordance to the requirements of the GMP; enterprises engaging in production of medical devices shall, in accordance with the requirements of GMP and, having taken into account product characteristics, establish a sound quality management system that is suitable for such medical devices produced, and ensure its effective operation.

We are a company engaged in medical imaging artificial intelligence technology in the PRC. We shall obtain production permit and record-filing certificate for medical devices issued by the drug supervision and administration authorities for engaging in medical device production activities in the PRC in accordance with the Measures for Administration of the Production of Medical Devices. For more details of the production permit and record-filing certificate of our medical devices, please see "Industry Overview" in this prospectus.

OPERATION PERMIT FOR MEDICAL DEVICES

Pursuant to the Administrative Measures for Operation of Medical Devices (《醫療器械經營監督管理辦法》) (CFDA, July 30, 2014, effective October 1, 2014, last amended by SAMR March 10, 2022, effective May 1, 2022), entities engaging in medical device operation are subject to classified management based on risk. Entities engaging in Class I medical device operation are not subject to any requirements (neither permit nor filing is required). Entities engaging in Class III medical device operation must apply for an operation permit from the municipal-level drug authorities. The permit is valid for five years and must be renewed 30-90 working days before expiration. Medical device registrants, filers, and production enterprises are exempt from additional operation permits/filings if they sell devices at their domicile or production place, provided they meet operating conditions. The medical device business is also regulated by the Good Supply Practice for Medical Devices (《醫療器械經營品質管制規範》) (CFDA, December 12, 2014, revised by NMPA December 4, 2023, effective July 1, 2024), requiring risk management based on risk categories, quality measures, and records. Business enterprises must have premises and warehouses commensurate with scope and scale, and separate storage/auxiliary areas from office/living areas. They must manage returns to ensure quality safety. We are engaged in medical imaging AI technology and must obtain operation permits/filings as required. For details, see "Industry Overview" in this prospectus.

U.S. FEDERAL AND STATE REGULATION OF MEDICAL DEVICES

In the United States, the FDA regulates medical devices and products intended for diagnostic use under the Food, Drug and Cosmetic Act and its implementing regulations ("**FDCA**"). The process of obtaining regulatory clearance and approvals to manufacture and market medical devices in the United States is subject to regulation under the FDCA and under applicable state law.

We currently have limited FDA-regulated operations in the United States because we are not manufacturing, selling or distributing any medical devices in the United States.

If we were to expand our operations and begin manufacturing, importing or distributing a medical device, or if FDA determines our current products are medical devices or are intended for clinical, diagnostic use, we would be subject to FDA pre- and post-market requirements, such as obtaining a 510(k) clearance for the medical devices prior to marketing, registering our manufacturing facility, listing the products we manufacture, following FDA's good manufacturing practices, and having a required quality system, which includes adverse event reporting and recall policies. If we act as an importer or distributor in the United States of an FDA regulated medical device, we would be required to register as an importer and have quality systems including recall policies and related post-marketing requirements in place.

Failure to comply with the applicable U.S. requirements at any time during the product development process, the approval process or following approval may subject us to administrative proceedings, administrative actions, government prosecution, judicial sanctions or any combination of them in the United States. These actions and sanctions could include, among others, refusal to approve pending applications, withdrawal of an approval or license, warning letters, product recalls, market withdrawals, product seizures, total or partial suspension of production or distribution, injunctions, fines, restitution, disgorgement, civil or criminal fines or penalties, loss of government contracting privileges, enforcement actions, and import holds.

The Patient Protection and Affordable Care Act (the Affordable Care Act) includes provisions known as the Physician Payments Sunshine Act, which requires manufacturers of medical devices covered under Medicare and Medicaid to record any transfers of value to physicians and teaching hospitals and to report this data to the Centers for Medicare & Medicaid Services for subsequent public disclosure. In October 2018, the Substance Use Disorder Prevention that Promotes Opioid Recovery and Treatment for Patients and Communities Act significantly expanded the types of healthcare providers for which reporting is required, beginning with reports filed in 2022. Similar reporting requirements have also been enacted on the state level, and an increasing number of governments worldwide either have adopted or are considering similar laws requiring transparency of interactions with health care professionals. Failure to report appropriate data may result in civil or criminal fines and penalties.

If we were to collect personally identifiable health information about labs or patients using directly or indirectly our devices, we would be restricted by regulations under a wide variety of U.S. laws and regulations designed to protect patient privacy. The regulation of data privacy and security, and the protection of the confidentiality of certain personal information (including patient health information, financial information and other sensitive personal information), is increasing. In addition, regulators with general consumer protection authority, such as the Federal Trade Commission and U.S. states Attorneys General, are focused on how consumer data is used by entities in the health care industry. Further, there are regulations of data privacy and security that are specific to health care companies. For example, the U.S. Department of Health and Human Services has issued rules governing the use, disclosure, and security of protected health information, and the FDA has issued further guidance concerning cybersecurity for medical devices. In addition, certain countries have issued or are considering "data localization" laws, which limit companies' ability to transfer protected data across country borders. Failure to comply with data privacy and security laws and regulations can result in business disruption and enforcement actions, which could include civil or criminal penalties. Transferring and managing protected information will become more challenging as laws and regulations are enacted or amended.

FDA Regulatory Regime

The FDA has three levels of clearance for medical imaging products, namely, 510(k), premarket approval and the de novo pathway, each of which needs specific criteria to be fulfilled in order to be granted. Such three levels of clearance and their respective criteria are summarized as below:

Level of FDA Clearance	Description
510(k) Clearance	A 510(k) clearance for a medical imaging product is granted when it has been shown to be at least as safe and effective as another similar, legally marketed medical device. The submitter seeking this clearance must provide substantial proof of equivalence in their application. Without an approval of being substantially equivalent to the other medical device, the one pending approval cannot be legally marketed.
Premarket Approval	Premarket approval is issued to Class III medical devices which have a large impact on human health and as such, their evaluation undergo more thorough scientific and regulatory processes to determine their safety and effectiveness. In order to approve an application, the FDA determines that the device's safety and effectiveness is supported by satisfactory scientific evidence. Upon approval, the applicant can proceed with commercialization of the product.
De novo Pathway	Regarding the de novo classification, it is used to classify those novel medical devices for which there are no legally commercialized counterparts, but which offer adequate safety and effectiveness with general controls. The FDA performs a risk based assessment of the device in question before approval and allowing the device to be commercialized.

Investigational Device Exemption

An investigational device exemption (IDE) allows the investigational device to be used in a clinical study in order to collect safety and effectiveness data. Clinical studies are most often conducted to support a premarket approval. Only a small percentage of 510(k)s require clinical data to support the application. Investigational use also includes clinical evaluation of certain modifications or new intended uses of legally marketed devices. All clinical evaluations of investigational devices, unless exempt, must have an approved IDE before the study is initiated. Clinical evaluation of devices that have not been cleared for marketing requires:

- an investigational plan approved by an institutional review board (IRB). If the study involves a significant risk device, the IDE must also be approved by the FDA;
- informed consent from all patients;
- labeling stating that the device is for investigational use only;
- monitoring of the study; and
- required records and reports.

Breakthrough Device Program

The Breakthrough Devices Program is a voluntary program for certain medical devices that provide for more effective treatment or diagnosis of life-threatening or irreversibly debilitating diseases or conditions. The goal of the Breakthrough Devices Program is to provide patients and health care providers with timely access to these medical devices by speeding up their development, assessment and review, while preserving the statutory standards for 510(k) clearance, premarket approval, and de novo marketing authorization, in order to protect and promote public health. The Breakthrough Devices Program offers manufacturers an opportunity to interact with the FDA's experts through several different program options to efficiently address topics as they arise during the premarket review phase, which can help manufacturers receive feedback from the FDA and identify areas of agreement in a timely way. Manufacturers can also expect prioritized review of their submission.

Acceptance of Data from Clinical Investigations Conducted Outside the United States

21 CFR 812.28 provides that the FDA will accept information on a clinical investigation conducted outside the U.S. to support an IDE or a device marketing application or submission if the investigation is well-designed and well-conducted, and the following conditions are met:

- A statement is provided that the investigation was conducted in accordance with good clinical practice;
- The FDA is able to validate the data from the investigation through an onsite inspection, or through other appropriate means if necessary; and
- Information regarding the clinical investigation, such as name and qualification of the investigators, detailed summary of protocol and results of the investigation, description of how informed consent was obtained, description of sponsor(s) monitoring of the investigation, etc., is submitted, as applicable, to the FDA.

Exemption from Clinical Investigations

According to relevant FDA regulations, a medical device is exempted from conducting clinical investigations under certain circumstances. Specifically, 21 CFR 812.2(b) exempts clinical investigations if such device is not a significant risk device, while 21 CFR 812.2(c)(3) exempts clinical investigations if such device is a diagnostic device that is noninvasive, does not require an invasive sampling procedure, does not by design introduce energy into a subject, and is not used as a diagnostic procedure without confirmation of the diagnosis by another, medically established diagnostic product or procedure.

REGULATIONS ON IMPORT AND EXPORT

Promulgated by The General Administration of Customs of the PRC on 19 November 2021 and effective 1 January 2022, Administrative Provisions of the Customs of the People's Republic of China on Record-filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》) stipulates that consignors or consignees of imported or exported goods or customs declaration enterprises that apply for record-filing shall obtain market entity qualifications; in the case of consignors or consignees of imported or exported goods applying for record-filing, they shall also complete the record-filing formalities for foreign trade dealers. If the record-filing materials are complete and meet the record-filing requirements for a customs declaration entity upon review, the Customs shall approve the record-filing within three business days. The record-filing information shall be made public via the Import and Export Credit Information Publicity Platform of the Customs of China.

Import and Export of Medical Devices

Pursuant to the Customs Law of the People's Republic of China latest revised by the National People's Congress of the PRC (中華人民共和國全國人民代表大會) Standing Committee and effective on 29 April 2021, customs duties shall be levied by the customs on permitted imported and exported goods and inbound and outbound articles. Relevant authorities are entitled to adjust the tariff rates in accordance with the Customs Law and relevant laws and regulations.

Under the Provisions on the Administration of Customs Declaration Entity Filing of the People's Republic of China (《中華人民共和國海關報關單位備案管理規定》) promulgated by the General Administration of Customs of the PRC on 19 November 2021 and effective as of 1 January 2022, consignors/consignees of import and export goods or customs declaration enterprises applying for filing shall obtain market entity qualification.

In accordance with the Provisions on the Administration of Certificates for Export Sales of Medical Device Products (《醫療器械產品出口銷售證明管理規定》) promulgated by the NMPA on 1 June 2015 and effective as of 1 September 2015, where a medical device product has obtained medical device registration certificates and production licenses in China, or has completed medical device product registration and production filing, the food and drug regulatory authorities may issue a Certificate for Export Sales of Medical Device Products to the relevant manufacturer. The validity period of the Certificate for Export Sales of Medical Device Products shall not exceed the earliest expiration date of the various certificates submitted by the enterprise in the application materials, and shall not exceed two years at the maximum.

LAWS AND REGULATIONS RELATING TO PRODUCTION SAFETY AND PRODUCT QUALITY

Pursuant to the Production Safety Law of the People's Republic of China (《中華人民共和國安全生產法》) amended by the SCNPC on 10 June 2021 and effective on 1 September 2021, production and operation entities shall: (1) abide by production safety laws, reinforce management, establish responsibility systems and rules; (2) increase input in funds, materials, technologies, personnel, improve conditions, strengthen standards and IT adoption; (3) build dual prevention mechanisms for risk control and hidden danger identification. Entities not meeting safety conditions shall not engage in production.

The Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》) (the "Product Quality Law") promulgated by the SCNPC on 22 February 1993 and last amended and effective on 29 December 2018 is the principal governing law related to the supervision and administration of product quality. According to the Product Quality Law, producers shall be liable for the quality of products produced by them and sellers shall take measures to ensure the quality of the products sold by them.

Pursuant to the Civil Code of the People's Republic of China (《中華人民共和國民法典》) (the "Civil Code") promulgated by the National People's Congress on 28 May 2020 and effective on 1 January 2021, in the event of damages caused to others due to the defects in a product, the infringed party may seek compensation from the producer or the seller of such product. If a defective product endangers the personal or property safety of others, the infringed party shall have the right to request the producer and the seller to bear tortious liabilities, such as cessation of infringement, removal of obstruction, elimination of danger, etc.

LAWS AND REGULATIONS RELATING TO CYBER SECURITY, DATA SECURITY AND PERSONAL INFORMATION PROTECTION

On 28 October 2025, the SCNPC promulgated the Cyber Security Law of the PRC (《中華人民共和國網絡安全法》) (the "Cybersecurity Law"), which became effective on 1 January 2026. The Cybersecurity Law requires network operators to comply with laws and regulations and fulfill their obligations to ensure network security while conducting business and providing services. The Cybersecurity Law further requires network operators to implement technical and other necessary measures in accordance with applicable laws, regulations and mandatory national requirements to ensure the safe and stable operation of the networks, effectively respond to cybersecurity incidents, prevent illegal and criminal activities on the network, and maintain the integrity, confidentiality and availability of network data.

The Cyber Security Law incorporates the governance and development of AI into the legal framework and establishes a more unified legal compliance system by strengthening its linkage with the Civil Code and other laws and regulations. Furthermore, the Cyber Security Law significantly elevates the penalties for violations by introducing substantially higher fines, broadening the scope of punishable conduct and enforcing personal liabilities.

The Data Security Law of the PRC (《中華人民共和國數據安全法》), which was promulgated by the SCNPC on 10 June 2021 and effective from 1 September 2021, provides that China shall establish a data classification and grading protection system, formulate the catalogs for important data to enhance its protection. The conduct of data handling activities shall comply with the provisions of laws and administrative regulations, establishing and completing a data security management system across all workflow, organizing and conducting data security education and training, adopting corresponding technical measures and other necessary measures to ensure data security, strengthening risk monitoring, taking immediately disposition measures and promptly reporting to relevant authorities when data security incidents occur. Processors of important data are required to specify the person responsible for data security and management agencies, implement data security protection responsibilities, periodically conduct risk assessments of such data handling activities as provided and submit risk assessment reports to the relevant authorities. Relevant authorities will establish the measures for the cross-border transfer of important data. If any company violates the Data Security Law of the PRC and other applicable measures by illegally providing important data abroad, such company may be punished by administration sanctions, including penalties, fines, and/or may suspension of relevant business or revocation of the business license.

Pursuant to the Civil Code, the personal information of natural persons is protected by law. Personal information refers to various kinds of information recorded electronically or by other means that can, either alone or in combination with other information, identify specific natural persons, including names, dates of birth, ID numbers, biometric data, addresses, phone numbers, email addresses, health information, whereabouts, etc.

The processing of personal information must adhere to the principles of legality, legitimacy, and necessity, avoiding excessive processing, and must meet the following conditions: obtaining the consent of the individual or their guardian (unless otherwise provided by laws or regulations), disclosing the rules governing information processing, clearly stating the purpose, method, and scope of the processing, and not violating legal provisions or agreements between the parties.

The Civil Code requires that information processors are prohibited from disclosing or tampering with the personal information they collect or store. Without the consent of the individual, they may not illegally provide such information to others, except where the information has been processed to the extent that specific individuals cannot be identified and the information cannot be restored. Information processors must also take technical and other necessary measures to ensure the security of the personal information they collect and store, prevent its leakage, tampering, or loss, and in case of actual or potential leakage, tampering, or loss, take timely remedial actions, notify the affected individuals, and report the incident to the relevant authorities.

The Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) (the "PIPL"), which was promulgated by the SCNPC on 20 August 2021 and effective from 1 November 2021, integrates the scattered rules on personal information rights and privacy protection. The PIPL aims at protecting the personal information rights and interests, regulating the processing of personal information, ensuring the orderly and free flow of personal information in accordance with the law, and promoting the reasonable use of personal information. Personal information, as defined by the PIPL, refers to information related to identified or identifiable natural persons and recorded by electronic or other means, but excluding the anonymized information. The PIPL provides the conditions under which a personal information processor could process personal information, which include but not limited to, where the consent of the individual concerned is obtained and where it is necessary for the conclusion or performance of a contract to which the individual is a contractual party. It also stipulates certain specific rules regarding the obligations of a personal information processor, such as informing the individuals of the purpose and method of processing, and the obligation of the third party who has access to the personal information by way of co-processing or delegation.

On 24 September 2024, the State Council promulgated the Network Data Security Management Regulations (《網絡數據安全管理條例》), which took effect on 1 January 2025. The Network Data Security Management Regulations stipulate that network data processors whose network data processing activities affect or may affect national security shall be subject to national security review according to relevant national regulations.

In terms of data security and privacy protection, the Measures for the Administration of Clinical Use of Medical Devices (《醫療器械臨床使用管理辦法》), promulgated by the NHC and effective from 1 March 2021, requires medical institutions to establish a strict hierarchical management system for data access permissions when using AI devices, ensuring that patients' sensitive information is only accessible to authorized personnel. For post-marketing safety monitoring, in accordance with the Administrative Measures for Surveillance and Re-evaluation of Medical Device-related Adverse Events (《醫療器械不良事件監測和再評價管理辦法》), promulgated by the NHC and SAMR, effective from 1 January 2019, artificial intelligence medical devices must establish an active monitoring system. If safety incidents such as misdiagnosis or misjudgment caused by algorithmic deviations or data leakage are detected, they must be reported within 24 hours. Compliance of data used for AI model training is a regulatory focus, which needs to meet various requirements including data security, privacy protection, and cross-border data transmission.

Regarding data collection and annotation, the Data Security Law stipulates that "important data" in training data (such as medical images and genetic data) shall be managed by classification and grading, and in principle, stored within China and regularly backed up.

The Provisional Measures for the Administration of Generative Artificial Intelligence Services (《生成式人工智能服務管理暫行辦法》), promulgated by the Cyberspace Administration of China and the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會, "**NDRC**"), etc., effective from 15 August 2023, shall apply to the use of generative artificial intelligence technologies to provide the public with services of generative text, pictures, audios, videos and other content. A provider shall assume its responsibility as a producer of network information contents in accordance with the law and fulfill its obligation of network information security. If personal information is involved, a provider shall assume its responsibility as a personal information hander in accordance with the law and fulfill its obligation of protecting personal information. A Provider shall also enter into a service agreement with the users registering for its generative artificial intelligence services, specifying the rights and obligations of both parties. These Measures encourage the use of secure and reliable chips, software, tools, algorithm and data resources and require clear rules for data annotation, mandatory compliance training for annotators, and sampling verification of annotation results. Any provider in violation of these Measures shall be punished by the competent authorities in accordance with the Cybersecurity Law of the People's Republic of China, the Data Security Law of the PRC, the PIPL, the Law of the People's Republic of China on Science and Technology Progress and other laws and administrative regulations. In the absence of such provisions in laws and administrative regulations, the competent authorities shall, ex officio, give a warning to the provider, circulate a notice of criticism against the provider, and order the provider to make corrections within a time limit. If the provider refuses to make corrections or the circumstances are serious, the competent authorities shall order the provider to suspend the provision of relevant services. Where a violation of public security administration is constituted, the offender shall be subject to public security administration punishment in accordance with the law; if a crime is constituted, the offender shall be subject to criminal liability in accordance with the law.

The Administrative Provisions on Deep Synthesis in Internet Information Services (《互聯網信息服務深度合成管理規定》) (CAC, MIIT, MPS, effective January 10, 2023) regulate deep synthesis technology. Providers must fulfill primary responsibility for information security, establish real-name authentication, content review, data security, and algorithm governance systems, label generated content, and prohibit activities endangering national security, public interests, or others' rights. Violations have legal liability.

On October 20, 2025, the Implementation Opinions on Promoting and Regulating the Application and Development of "Artificial Intelligence + Healthcare" (《關於促進和規範「人工智能+醫療衛生」應用發展的實施意見》) (NHC, NDRC, MIIT, etc., effective October 20, 2025) outline pathways for AI integration in healthcare, emphasizing synergy between innovation and data security. It sets a target to drive AI-backed medical imaging services in secondary and higher-level hospitals by 2030, underscores data infrastructure and public computing resources, prioritizes personal information protection, mandates clinical data authorization mechanisms, negative lists for data security, and comprehensive data security framework, with penetrative supervision to ensure privacy protection.

Regulations on Cybersecurity Review

On 28 December 2021, the Cyberspace Administration of China (the "CAC"), NDRC, MIIT and other ten PRC regulatory authorities jointly issued the Cybersecurity Review Measures (《網絡安全審查辦法》), which took effect on 15 February 2022. Cybersecurity review is triggered if: (i) CII operators' procurement affects national security; (ii) Platform operators' data processing affects national security; (iii) Platforms with more than one million users seek overseas listing.

Regulations on Cross-border Data Transfer

On July 7, 2022, the Measures for the Data Export Security Assessment (《數據出境安全評估辦法》) (CAC, effective September 1, 2022) require data processors to apply for data export security assessment if: (i) providing important data overseas; (ii) critical information infrastructure ("CII") operators or data processors processing personal information of more than 1 million people intend to provide personal information overseas; (iii) data processors providing personal information of 100,000 people or sensitive personal information of 10,000 people to overseas recipients accumulatively since Jan 1 of the previous year; (iv) other circumstances prescribed by CAC.

According to the Measures for the Standard Contract for Outbound Cross-Border Transfer of Personal Information (《個人信息出境標準合同辦法》) (CAC, February 22, 2023, effective June 1, 2023), a personal information processor may use a Standard Contract if: (i) not a CII operator; (ii) processing personal information of fewer than 1 million individuals; (iii) providing personal information of fewer than 100,000 individuals to overseas recipients since Jan 1 of the previous year; (iv) providing sensitive personal information of fewer than 10,000 individuals since Jan 1 of the previous year. On March 22, 2024, CAC issued Provisions on Facilitating and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》), specifying conditions for data export security assessment, standard contract, or certification, and exemptions.

The King & Wood Mallesons (KWM), the Company's PRC data compliance counsel, is of the view that the Company is not currently an operator of critical information infrastructure. In addition, listing in Hong Kong does not fall into listing overseas as provided under the Measures for Cybersecurity Review, thus KWM is of the view that the Company is not required to apply for cybersecurity review. Meanwhile, KWM also conducted a telephone consultation with the China Cybersecurity Review, Certification and Market Regulation Big Data Center on June 19, 2025, and the China Cybersecurity Review, Certification and Market Regulation Big Data Center confirmed that listing in Hong Kong does not constitute "listing overseas" and that the Company is not required to file for cybersecurity review with the Cybersecurity Review Office.

All data generated and collected in the course of the Company's operations are stored within the territory of the PRC and are not be provided to overseas institutions. Therefore, KWM is of the view that the possibility that the Company's network products and services as well as data processing activities may affect or potentially affect national security is very low, and accordingly, the possibility of triggering active cybersecurity review by the member units of the cybersecurity review working mechanism is also very low. The Company at all times complied with the relevant cyber security, personal information, data protection laws and regulations during the Track Record Period and up to the Latest Practicable Date without incurring any related administrative penalties.

LAWS AND REGULATIONS RELATING TO GENERATIVE AI, AI-ASSISTED MEDICAL DEVICES AND AI-MODEL TRAINING

In terms of special supervision over generative AI, the Provisional Measures for the Administration of Generative Artificial Intelligence Services clarifies core guidelines: for activities involving personal information, user consent must be obtained or statutory exemptions must be met. For example, when using patient data from medical institutions, ethical review and informed consent are required; service providers must establish real-time monitoring mechanisms, strictly prohibit the generation of content that endangers national security, disseminates false information, or infringes on others' rights and interests, and must immediately stop generating and report illegal content once discovered; at the same time, they must disclose service application scenarios, main types of data sources, and annotation rules. Services involving public opinion attributes or social mobilization capabilities must pass security assessments, complete algorithm filings, must not

illegally retain user input information, and must provide convenient channels for users to inquire about, correct, or delete their personal information. Generative AI services providers and users shall take effective measures to prevent discrimination in terms of nationality, religion, country, region, gender, occupation, health, etc., in the process of algorithm design, training data selection, model generation and optimization, and service provision. Generative artificial intelligence services providers shall carry out pre-training, optimization training and other training data processing activities in accordance with the law and abide by the following provisions: using data and basic models from lawful sources; not infringing upon the intellectual property rights involved that are owned by others in accordance with the law; obtaining the content of an individual whose personal information is involved or complying with other circumstances stipulated by laws and administrative regulations; taking effective measures to improve the quality of training data and to enhance the authenticity, accuracy, objectivity and diversity of training data; and other relevant provisions of laws and administrative regulations such as the Cyber Security Law of the PRC, the Data Security Law of the PRC and the PIPL and the relevant regulatory requirements of relevant competent authorities. Under the aforementioned rules, "Generative AI" refers to AI technology designed to generate novel and original content (such as text, images, or code), with its core function being the creation of new content. However, the Company's relevant services and products provide analysis, assessment and other services and do not involve the creation of new content. Therefore, the Company's production and operation do not fall under the scope of laws and regulations pertaining to Generative AI.

The Administrative Provisions on Algorithm Recommendation for Internet Information Services (《互聯網信息服務算法推薦管理規定》) establishes a unified regulatory framework for algorithm recommendation services, requiring algorithm service providers to fulfill primary responsibility, establish management systems, complete record-filing and public disclosure for algorithms with public opinion attributes or social mobilization capabilities, protect user rights, and be subject to hierarchical supervision and security assessments.

The Administrative Provisions on Deep Synthesis of Internet-based Information Services (《互聯網信息服務深度合成管理規定》) (CAC, MIIT, MPS, effective January 10, 2023) require that generated content (e.g., images, videos) be marked with prominent and tamper-resistant identifiers; medical imaging reports must be labeled "AI-assisted generation" to ensure traceability.

On March 7, 2025, CAC, MIIT, MPS, and National Radio and Television Administration promulgated Measures for Labeling AI-Generated or Composed Content (《人工智能生成合成內容標識辦法》) (effective September 1, 2025), mandating that service providers affix both explicit (user-perceptible) and implicit (embedded for traceability) labels to all generated text, images, audio, video, etc. Content dissemination platforms must verify and manage labeling, implement tiered prompts, and provide user declaration channels. Application distribution platforms must verify labeling during app review. Users must proactively declare when disseminating AI-generated content.

OVERVIEW

We are a medical devices company focusing on developing medical imaging products and services.

Our Company was established in September 2016 by Dr. Song, our founder, chairperson of our Board, executive Director and general manager. For further information about Dr. Song, please see "Directors and Senior Management — Board of Directors — Executive Directors" in this prospectus. For details of corporate development of our Company, please refer to paragraphs headed "Subsequent Capital Changes and Equity Transfers of Our Company" in this section. We have also attracted Pre-IPO Investors since the establishment of our Company. For details of our historical financing, please refer to the paragraphs headed "Pre-IPO Investments" in this section.

BUSINESS DEVELOPMENT MILESTONES

The following table sets forth certain development milestones of our Group:

Year	Milestones
2016	Our Company was established
2017	We launched the general medical artificial intelligence project
	We completed the Dec-2016 Capital Increase, our angel round financing, and raised RMB7 million
2018	We completed the Aug-2018 Capital Increase and raised RMB40 million
2019	Our chromosome analysis software AutoVision® obtained the medical device registration certificate
2020	The AutoVision® was granted the European Union CE certification
2021	We undertook the national key R&D project on "Reproductive and Women & Children's Health Protection" ("生育健康及婦女兒童健康保障"重點專項)
2022	Chromosome Karyotype Scanning and Analysis System ranked the 1st in respect of market share
	Our AI AutoVision® was recognized as the first batch of "Awarded Participant in the Artificial Intelligence Medical Device Innovation Challenge (人工智能醫療器械創新任務揭榜入圍單位)" jointly by the Ministry of Industry and Information Technology of the People's Republic of China and the NMPA
	The official version of MetaSight® has obtained the registration certificate
	We completed the Mar-2022 Capital Increase and raised approximately RMB90 million
2023	Our AI AutoVision® were honored with the recognition of "International First (Set) Equipment" ("國際首台(套)裝備"). We were the first biomedical technology enterprise which obtained this recognition in the past 20 years
	We were awarded the "First Prize in Scientific Innovation from the China Birth Defects Prevention and Relief Foundation (中國出生缺陷干預救助基金會科技成果獎一等獎)", the only private enterprise which won the first prize since the establishment of the award
	Last subject enrollment of the registrational clinical trial was completed

Year	Milestones
	We completed the Apr-2023 Capital Increase and the Oct-2023 Capital Increase and raised approximately RMB169 million in aggregate
2024	We won the "Global Medical Imaging Foundation Model Innovation Award" ("全球醫學影像基座大模型創新獎")
	Registrational clinical trial report was finalized
2025	We entered into strategy cooperation agreement with Tencent and H3C (新華三) to build Smart Medical Imaging Infrastructure and to expand our business
	We officially launched iMed MaaS® platform
	We completed the Jun-2025 Capital Increase and raised approximately RMB60 million
	AI AutoVision® received "the First Prize for Scientific and Technological Achievements in the National Maternal and Child Health Science and Technology Awards (全國婦幼健康科學技術獎科技成果一等獎)"
	We received the Notice of Acceptance (受理通知書) from the NMPA through its Innovation Product Green Channel Mechanism for AI AutoVision®
	AI AutoVision® has been recognized as a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA
	We started collaborative R&D programs with top-tier hospitals such as the Obstetrics and Gynecology Hospital of Zhejiang University, the Second Affiliated Hospital of Zhejiang University, the Peking University First Hospital, the Shanghai General Hospital and the First Affiliated Hospital of Zhejiang University

CORPORATE DEVELOPMENT AND SHAREHOLDING CHANGES OF OUR GROUP

Establishment of Our Company

Our Company was established in the PRC on September 19, 2016 as a limited liability company with its name as Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限公司). Upon establishment, the registered capital of our Company was RMB1 million, which was owned by Dr. Song and Mr. SONG Zongyao (宋宗耀), the father of Dr. Song ("**Mr. Song**"), as to 90% and 10%, representing RMB0.9 million and RMB0.1 million of the registered capital of our Company, respectively.

Subsequent Capital Changes and Equity Transfers of Our Company

1. Capital Increase in December 2016

On November 21, 2016, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB1 million to RMB10,066,300, and each of Dr. Song, Hangzhou Zicheng Investment Management Limited Partnership (Limited Partnership) (杭州紫城投資管理合夥企業(有限合夥)) ("**Hangzhou Zicheng**") and Mr. Song agreed to subscribe for an increased registered capital of RMB7.25 million, RMB1,566,300 and RMB0.25 million pursuant to the share subscription agreement dated September 27, 2016.

Among the RMB7.25 million increased registered capital subscribed by Dr. Song, RMB5 million increased registered capital was subscribed by way of intellectual property, the value of which was determined with reference to an appraisal report issued by an independent professional valuer, and the remaining RMB2.25 million increased registered capital was subscribed by transferring 90% equity interest he held in Ningbo Nuode Bio-technology Co., Ltd. (寧波諾德生物

科技有限公司) ("**Ningbo Nuode**") to our Company which was determined with reference to an appraisal report issued by an independent professional valuer. Mr. Song subscribed the RMB0.25 million increased registered capital by way of transfer of 10% equity interests in Ningbo Nuode to our Company which was determined with reference to an appraisal report issued by an independent professional valuer. Hangzhou Zicheng subscribed for the RMB1,566,300 increased registered capital for the consideration of RMB7 million (in respect of the investment made by Hangzhou Zicheng, the "**Dec-2016 Capital Increase**"). The consideration was fully settled on March 16, 2017.

Upon the completion of above capital increase, our Company was owned as to approximately 80.96%, 15.56% and 3.48% by Dr. Song, Hangzhou Zicheng and Mr. Song, respectively, with the total registered capital of RMB10,066,300.

2. Share Transfer in January 2017

On December 14, 2016, Dr. Song entered into share transfer agreements with Mr. Song, pursuant to which, Mr. Song agreed to transfer RMB0.35 million registered capital, representing approximately 3.48% of equity interests in our Company to Dr. Song at nil consideration (the "**Jan-2017 Share Transfer**").

Upon the completion of above share transfer, our Company was owned as to approximately 84.44% and 15.56% by Dr. Song and Hangzhou Zicheng, respectively, with the total registered capital of RMB10,066,300.

3. Share Transfer in September 2017

On September 8, 2017, Hangzhou Zicheng entered into share transfer agreements with Hangzhou Zizhou Investment Management Limited Partnership (Limited Partnership) (杭州紫洲投資管理合夥企業(有限合夥)) ("**Hangzhou Zizhou**"), pursuant to which, Hangzhou Zicheng agreed to transfer RMB895,000 registered capital, representing approximately 8.89% of equity interests in our Company to Hangzhou Zizhou at the consideration of RMB4 million. The consideration was fully settled on September 25, 2017 (the "**Sep-2017 Share Transfer**").

Upon the completion of above share transfer, our Company was owned as to approximately 84.44%, 8.89% and 6.67% by Dr. Song, Hangzhou Zizhou and Hangzhou Zicheng, respectively, with the total registered capital of RMB10,066,300.

4. Share Transfer and Capital Increase in August 2018

On July 24, 2018, Dr. Song entered into share transfer agreements with Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership) (杭州德適諾輝投資管理合夥企業(有限合夥)) ("**Diagens Nuohui**"), our ESOP Platform, pursuant to which, Dr. Song agreed to transfer RMB2,013,260 registered capital, representing approximately 20% of equity interests in our Company to Diagens Nuohui at par value. The consideration was fully settled on April 30, 2024 (the "**Aug-2018 Share Transfer**").

On July 24, 2018, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB10,066,300 to RMB12,582,900, and each of the subscribers below subscribed for the increased registered capital at the total consideration of RMB40 million pursuant to the share subscription agreement dated March 30, 2018 (the "**Aug-2018 Capital Increase**"), among which, Zhejiang Deqing Technology Venture Capital CO., Ltd. (浙江德清科技創業投資有限公司) ("**Deqing Technology**") subscribed for RMB1,258,300 registered capital of our Company for a total consideration of RMB20 million. The consideration was fully settled on July 27, 2018.

The details of the subscription were set out as below:

Name of Shareholders	No. of registered capital subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase and share transfer
Deqing Technology	1,258,300	RMB20,000,000	10.00%
Hangzhou Diagens Nuoxin Investment Management Partnership Enterprise (Limited Partnership) (杭州德適諾鑫投資管理合夥企業(有限合夥)) ("**Diagens Nuoxin**")	503,300	RMB8,000,000	4.00%
Hangzhou Zizheng Investment Management Limited partnership (Limited Partnership) (杭州紫正投資管理合夥企業(有限合夥)) ("**Hangzhou Zizheng**")	408,970	RMB6,500,000	3.25%
Hangzhou Zizhou	346,030	RMB5,500,000	9.86%
Total	**2,516,600**	**RMB40,000,000**	**–**

5. Capital Increase in April 2019

On April 11, 2019, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB12,582,900 to RMB13,526,900, and Hangzhou Yuhang Industrial Fund Co., Ltd. (杭州餘杭產業基金有限公司) ("**Yuhang Industrial Fund**") subscribed for an increased registered capital of RMB944,000 at the total consideration of RMB15 million pursuant to the share subscription agreement dated March 31, 2019 (the "**Apr-2019 Capital Increase**"). The consideration was fully settled on April 28, 2019.

6. Share Transfer in July 2020

On July 22, 2020, Deqing Technology entered into share transfer agreement with Dr. Song, pursuant to which, Deqing Technology agreed to transfer RMB1,258,300 registered capital, representing approximately 9.30% of equity interests in our Company to Dr. Song at the total consideration of RMB20 million (the "**Jul-2020 Share Transfer**"). The consideration was fully settled on March 30, 2021.

7. Capital Increase in August 2020

On July 22, 2020, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB13,526,900 to RMB15,030,000, and Hangzhou Deqian Technology Management Limited Partnership (Limited Partnership) (杭州德仟科技管理合夥企業(有限合夥)) ("**Deqian Technology**"), an investment platform whose general partner is Dr. Song, subscribed for an increased registered capital of RMB1,503,100 at the total consideration of RMB1,503,100 pursuant to the share subscription agreement dated July 27, 2020 (the "**Aug-2020 Capital Increase**"). The consideration was fully settled on November 30, 2023.

8. Share Transfer and Capital Increase in April 2021

In order to motive her to apply her international sales experience in medical device and IVD reagents to the promotion of our intelligent system, on February 9, 2021, Dr. Song entered into a share transfer agreement with Ms. YANG Xi (楊曦) ("**Yang Xi**"), an Independent Third Party, pursuant to which Dr. Song agreed to transfer RMB303,640 registered capital, representing approximately 2% of equity interests in our Company to Yang Xi at the consideration of RMB1 million (the "**Apr-2021 Share Transfer**"). The consideration was fully settled on January 20, 2021.

On February 24, 2021, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB15,030,000 to RMB15,181,820, and Yang Xi subscribed for an increased registered capital of RMB151,820 at the total consideration of RMB500,000 pursuant to the share subscription agreement dated February 24, 2021 (the "**Apr-2021 Capital Increase**"). The consideration was fully settled on January 19, 2021.

As the annual sales targets set out in the above-mentioned share transfer agreement entered into between Yang Xi and Dr. Song were not fulfilled by Yang Xi, on February 22, 2023, Dr. Song and Yang Xi entered into share transfer agreements, pursuant to which, Dr. Song agreed to repurchase RMB455,460 registered capital, representing approximately 2.28% of equity interests in our Company from Yang Xi at the consideration of RMB2.28 million (the "**Feb-2023 Share Transfer**"). The consideration was fully settled on March 31, 2023.

9. Share Transfer in June 2021

On May 31, 2021, Dr. Song entered into a share transfer agreement with Diagens Nuoda, an investment platform whose general partner is Dr. Song, pursuant to which Dr. Song agreed to transfer RMB1,258,270 registered capital, representing approximately 8.29% of equity interests in our Company to Diagens Nuoda at the consideration of RMB4.28 million (the "**Jun-2021 Share Transfer**"). The consideration was fully settled on July 21, 2021.

10. Share Transfer and Capital Increase in August 2021

On June 22, 2021, Dr. Song entered into a share transfer agreement with Ningbo Jiayuan Venture Capital Limited Partnership (Limited Partnership) (寧波嘉緣創業投資合夥企業(有限合夥)) ("**Ningbo Jiayuan**") pursuant to which Dr. Song agreed to transfer RMB455,460 registered capital, representing approximately 3% of equity interests in our Company to Ningbo Jiayuan at the consideration of RMB9 million (the "**Aug-2021 Share Transfer**").

On July 2, 2021, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB15,181,820 to RMB15,651,360, and Ningbo Jiayuan subscribed for an increased registered capital of RMB469,540 at the total consideration of RMB13.5 million pursuant to the share subscription agreement dated July 2, 2021 (the "**Aug-2021 Capital Increase**", together with the Aug-2021 Share Transfer, the "**Aug-2021 Share Transfer and Capital Increase**"). The consideration of the Aug-2021 Share Transfer and Capital Increase was fully settled on July 6, 2021.

11. Capital Increase in March 2022

On December 17, 2021, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB15,651,360 to RMB17,999,064, and each of the subscribers below subscribed for the increased registered capital at the total consideration of RMB90,000,000 pursuant to the share subscription agreement dated December 17, 2021 (the "**Mar-2022 Capital Increase**"). The consideration was fully settled on August 12, 2022.

The details of the subscription were set out as below:

Name of Shareholders	No. of registered capital subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase
Guozhong Private Equity Investment Fund (Xi'an) Limited Partnership (Limited Partnership) (國中私募股權投資基金(西安)合夥企業(有限合夥)) ("**Guozhong Investment**")	782,568	RMB30,000,000	4.35%

Name of Shareholders	No. of registered capital subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase
Hunan Xiangjiang Liyuan Jiankun Venture Capital Limited Partnership (Limited Partnership) (湖南湘江力遠健鯤創業投資合夥企業(有限合夥)) ("**Liyuan Jiankun**")	782,568	RMB30,000,000	4.35%
Nanjing Huarui Ruichuang Venture Capital Center (Limited Partnership) (南京華睿睿創創業投資中心(有限合夥)) ("**Nanjing Huarui**")	260,856	RMB10,000,000	1.45%
Jiaxing Weixin No. 1 Equity Investment Limited Partnership (Limited Partnership) (嘉興惟馨壹號股權投資合夥企業(有限合夥)) ("**Jiaxing Weixin**")	260,856	RMB10,000,000	1.45%
Qingdao Juancheng Equity Investment Limited Partnership (Limited Partnership) (青島雋誠股權投資合夥企業(有限合夥)) ("**Qingdao Juancheng**")	260,856	RMB10,000,000	1.45%
Total	**2,347,704**	**RMB90,000,000**	**–**

12. Share Transfers in August 2022

On April 13, 2022, Dr. Song and Lishui Jingen Private Equity Limited Partnership (Limited Partnership) (麗水金亘股權投資合夥企業(有限合夥)) ("**Lishui Jingen**") entered into a share transfer agreement, pursuant to which, Dr. Song agreed to transfer RMB260,865 registered capital, representing approximately 1.45% of equity interests in our Company to Lishui Jingen at the consideration of RMB10 million (the "**First Aug-2022 Share Transfer**"). The consideration was fully settled on April 21, 2022.

On April 20, 2022, Dr. Song and Hangzhou Yuhang Jinkong Co., Ltd. (杭州餘杭金控控股股份有限公司) ("**Yuhang Jinkong**") entered into a share transfer agreement, pursuant to which, Dr. Song agreed to transfer RMB391,281.65 registered capital, representing approximately 2.17% of equity interests in our Company to Yuhang Jinkong at the consideration of RMB15 million (the "**Second Aug-2022 Share Transfer**"). The consideration was fully settled on April 26, 2022.

On April 27, 2022, Dr. Song and Yuhang Industrial Fund entered into a share transfer agreement, pursuant to which, Yuhang Industrial Fund agreed to transfer RMB944,000 registered capital, representing approximately 5.24% of equity interests in our Company to Dr. Song at the consideration of RMB15 million (the "**Third Aug-2022 Share Transfer**"). The consideration was fully settled on April 27, 2022.

On June 1, 2022, Dr. Song and Hangzhou Huayun Equity Investment Limited Partnership (Limited Partnership) (杭州花雲股權投資合夥企業(有限合夥)) ("**Hangzhou Huayun**") entered into a share transfer agreement, pursuant to which, Dr. Song agreed to transfer RMB52,171 registered capital, representing approximately 0.29% of equity interests in our Company to Hangzhou Huayun at the consideration of RMB2 million (the "**Fourth Aug-2022 Share Transfer**", together with the First Aug-2022 Share Transfer, the Second Aug-2022 Share Transfer and the Third Aug-2022 Share Transfer, the "**Aug-2022 Share Transfers**"). The consideration was fully settled on July 11, 2022.

13. Share Transfers in December 2022

On September 16, 2022, Yuhang Jinkong and Hangzhou Yuxijin Equity Investment Limited Partnership (Limited Partnership) (杭州餘汐金股權投資合夥企業(有限合夥)) ("**Hangzhou Yuxijin**") entered into a share transfer agreement, pursuant to which, Yuhang Jinkong agreed to transfer RMB391,281.65 registered capital, representing approximately 2.17% equity interests in our Company to Hangzhou Yuxijin at the consideration of RMB15 million (the "**Dec-2022 Share Transfer**"). The consideration was fully settled on September 30, 2022.

14. Capital Increase and Share Transfer in April 2023

On January 29, 2023, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB17,999,064 to RMB19,936,106, and each of the subscribers below subscribed for the increased registered capital at the total consideration of RMB113,000,000 pursuant to the share subscription agreement dated January 29, 2023 (the "**Apr-2023 Capital Increase**"). The consideration was fully settled on March 17, 2023.

The details of the subscription were set out as below:

Name of Shareholders	No. of registered capital subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase and share transfer
Tianjin Binhai Yuanyi Jimao Private Equity Limited Partnership (Limited Partnership) (天津濱海遠翼吉茂股權投資合夥企業(有限合夥)) ("**Binhai Yuanyi**")	514,259	RMB30,000,000	2.58%
Tianjin Yuanyi Yongxuan Enterprise Management Center (Limited Partnership) (天津遠翼永宣企業管理中心(有限合夥)) ("**Tianjin Yuanyi**")	514,259	RMB30,000,000	2.58%
Tianjin Yongqian Enterprise Management Center (Limited Partnership) (天津永乾企業管理中心(有限合夥)) ("**Tianjin Yongqian**")	51,426	RMB3,000,000	1.31%
Hangzhou Hetu No. 6 Private Equity Limited Partnership (Limited Partnership) (杭州和途六號股權投資合夥企業(有限合夥)) ("**Hetu No. 6**")	342,839	RMB20,000,000	1.72%
Hangzhou Yuhang Jingkai Private Equity Limited Partnership (Limited Partnership) (杭州餘杭經開股權投資基金合夥企業(有限合夥)) ("**Yuhang Jingkai**")	342,839	RMB20,000,000	1.72%
Hunan Xiangjiang Liyuan Jianxiao Venture Capital Limited Partnership (Limited Partnership) (湖南湘江力遠健瀟創業投資合夥企業(有限合夥)) ("**Liyuan Jianxiao**")	171,420	RMB10,000,000	0.86%
Total	**1,937,042**	**RMB113,000,000**	**–**

For details of the Feb-2023 Share Transfer, see paragraph headed "— Corporate Development and Shareholding Changes of Our Group — Subsequent Capital Changes and Equity Transfers of Our Company — 8. Share Transfer and Capital Increase in April 2021" in this section.

15. Capital Increase in October 2023

On August 18, 2023, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB19,936,106 to RMB20,882,226, and each of the subscribers below subscribed for the increased registered capital at the total consideration of RMB56,000,000 pursuant to the share subscription agreement dated August 18, 2023 (the "**Oct-2023 Capital Increase**"). The consideration was fully settled on December 28, 2023.

The details of the subscription were set out as below:

Name of Shareholders	No. of registered capital subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase
Hetu No. 6	844,750	RMB50,000,000	5.69%
Jiaxing Qingyulan No. 1 Venture Capital Limited Partnership (Limited Partnership) (嘉興青於藍壹號創業投資合夥企業(有限合夥)) ("**Jiaxing Qingyulan**")	101,370	RMB6,000,000	0.49%
Total	**946,120**	**RMB56,000,000**	**–**

16. Share Transfer in November 2023

On August 18, 2023 and November 15, 2023, Deqian Technology and Hangzhou Hefu Private Equity Limited Partnership (Limited Partnership) (杭州和馥股權投資合夥企業(有限合夥)) ("**Hangzhou Hefu**") entered into a share transfer agreement and supplement agreement, respectively, pursuant to which, Deqian Technology agreed to transfer RMB569,603 registered capital, representing approximately 2.73% equity interests in our Company to Hangzhou Hefu at the consideration of RMB30 million (the "**Nov-2023 Share Transfer**"). The consideration was fully settled on October 19, 2023.

17. Conversion into a Joint Stock Limited Liability Company in May 2025

Pursuant to the shareholders' resolutions dated April 25, 2025 and the promoters' agreement dated on the same day, the then existing Shareholders of our Company agreed to convert our Company into a joint stock limited liability company (the "**Stock Conversion**") with the registered capital of RMB20,882,226. Pursuant to the shareholders' resolutions and the promoters' agreement, the net asset value of our Company as of February 28, 2025 was RMB229,188,596.57 audited by an independent auditor, of which (i) RMB20,882,226 has been converted into 20,882,226 Shares with a par value of RMB1.00 per Share, which were subscribed by and issued to the then Shareholders of our Company in proportion to their respective equity interest in our Company before the Stock Conversion; and (ii) the remaining amounts was converted to capital reserve of our Company. The Stock Conversion was completed on May 7, 2025. Upon completion of the Stock Conversion, our Company was converted into a joint stock company with limited liability and renamed as Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技股份有限公司).

18. Capital Increase and Capitalization of Capital Reserves in June 2025

On June 16, 2025, the then Shareholders of our Company resolved to increase the registered capital of our Company from RMB20,882,226 to RMB21,383,400, and each of the subscribers below subscribed for the increased registered capital at the total consideration of RMB60,000,000 pursuant to the share subscription agreement dated June 16, 2025 (the "**Jun-2025 Capital Increase**"). The consideration was fully settled on June 23, 2025.

The details of the subscription were set out as below:

Name of Shareholders	No. of Shares subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase
Hangzhou Huarui Ruiyin Venture Capital Partnership (Limited Partnership) (杭州華睿睿銀創業投資合夥企業(有限合夥)) ("**Huarui Ruiyin**")	250,587	RMB30,000,000	1.17%

Name of Shareholders	No. of Shares subscribed	Consideration	Aggregated approximate ownership percentage upon completion of capital increase
Zhejiang Hongshiliang Group Jigongjia Wine Co., Ltd. (浙江紅石樑集團濟公家酒坊有限公司) ("**Hongshiliang Group**")	250,587	RMB30,000,000	1.17%
Total	**501,174**	**RMB60,000,000**	**–**

In order to facilitate the Global Offering, on June 24, 2025, the then Shareholders of our Company resolved to increase in the registered capital of our Company from RMB21,383,400 to RMB80,880,000 by increasing the number of Shares *pro rata* through the application of the capital reserve of our Company, without changing the par value of each Share (the "**Capitalization of Capital Reserves**"). Under the Capitalization of Capital Reserves, RMB59,496,600 out of the capital reserve of our Company will be applied to the registered capital of our Company resulting in the registered capital of our Company being increased from RMB21,383,400 to RMB80,880,000.

Upon the completion of above capital increase and the Capitalization of Capital Reserves, details of our shareholding were set out as below:

Name of Shareholders	No. of registered share capital subscribed	Aggregated approximate ownership percentage upon completion of capital increase and the Capitalization of Capital Reserves
Dr. Song	24,293,507	30.04%
Diagens Nuohui	7,614,901	9.42%
Diagens Nuoda	4,759,247	5.88%
Hangzhou Zizhou	4,694,039	5.80%
Hetu No. 6	4,491,905	5.55%
Deqian Technology	3,530,834	4.37%
Ningbo Jiayuan	3,498,695	4.33%
Guozhong Investment	2,959,964	3.66%
Liyuan Jiankun	2,959,964	3.66%
Hangzhou Zicheng	2,539,107	3.14%
Hangzhou Hefu	2,154,451	2.66%
Binhai Yuanyi	1,945,119	2.40%
Tianjin Yuanyi	1,945,119	2.40%
Diagens Nuoxin	1,903,668	2.35%
Hangzhou Zizheng	1,546,877	1.91%
Hangzhou Yuxijin	1,479,975	1.83%
Yuhang Jingkai	1,296,745	1.60%
Jiaxing Weixin	986,655	1.22%
Qingdao Juancheng	986,655	1.22%
Nanjing Huarui	986,655	1.22%
Lishui Jingen	986,655	1.22%
Huarui Ruiyin	947,814	1.17%
Hongshiliang Group	947,814	1.17%
Liyuan Jianxiao	648,374	0.80%
Jiaxing Qingyulan	383,419	0.47%
Hangzhou Huayun	197,330	0.24%
Tianjin Yongqian	194,512	0.24%
Total	**80,880,000**	**100%**

Note: Percentages shown as totals in the chart may not be the arithmetic aggregation of the figures shown in the notes are due to rounding adjustment.

OUR GROUP

As of the Latest Practicable Date, our Group comprised our Company and our three onshore subsidiaries and one overseas subsidiary, the details of which are set forth below:

	Place of Incorporation	Date of Incorporation	Shareholding Change	Shareholding % held by our Company (directly or indirectly)	Principal Business activities
Our Company . . .	PRC	September 19, 2016	For details of the shareholding change of our Company, see "– Corporate Development and Shareholding Changes of Our Group" in this section	N/A	Development and commercialisation of medical imaging AI technologies and medical imaging equipment
Hangzhou Devon . .	PRC	June 19, 2018	For details of the shareholding change of our Company, see "– Establishment and Shareholding Changes of Subsidiaries" in this section	100%	Commercialisation of medical imaging equipment
Diagens Hongyuan .	PRC	February 1, 2023	For details of the shareholding change of our Company, see "– Establishment and Shareholding Changes of Subsidiaries" in this section	100%	Technology R&D and promotion
Zhihe Fusion	PRC	October 15, 2025	For details of the shareholding change of our Company, see "— Establishment and Shareholding Changes of Subsidiaries" in this section	100%	Technology R&D and promotion
Noue	Singapore	August 15, 2023	For details of the shareholding change of our Company, see "– Establishment and Shareholding Changes of Subsidiaries" in this section	100%	Technology R&D and promotion

Establishment and Shareholding Changes of Subsidiaries

Hangzhou Devon

Hangzhou Devon was established under the laws of the PRC by Hangzhou Diagens Yunsheng Technology Co., Ltd. (杭州德適運生科技有限公司) ("**Diagens Yunsheng**"), a company owned as to approximately 99.17% by Dr. Song and 0.83% by Mr. Song, on June 19, 2018 with a registered capital of RMB0.5 million. On October 25, 2019, our Company and Diagens Yunsheng entered into a share transfer agreement, pursuant to which Diagens Yunsheng agreed to transfer all its equity interests in Hangzhou Devon to our Company. As of the Latest Practicable Date, Hangzhou Devon was wholly-owned by our Company with the registered capital of RMB0.5 million.

Diagens Hongyuan

Diagens Hongyuan was established under the laws of the PRC on February 1, 2023 with a registered capital of RMB63 million. Since its establishment, Diagens Hongyuan has been our wholly-owned subsidiary.

Zhihe Fusion

Zhihe Fusion was established under the laws of the PRC on October 15, 2025 with a registered capital of RMB0.5 million. Since its establishment, Zhihe Fusion has been our wholly-owned subsidiary.

Noue

Noue was incorporated under the laws of Singapore on August 15, 2023. Since its establishment, Noue has been our wholly-owned subsidiary.

DISPOSALS OF SUBSIDIARIES

In order to improve our Group's operational efficiency and focus on our core businesses, on May 30, 2025, we entered to a share purchase agreement with Yilian (Zhejiang) Internet Technology Co., Ltd. (易連(浙江)互聯科技有限公司) ("**Yilian Zhejiang")**, pursuant to which we agreed to transfer our 100% equity interests in Hangzhou Deyou Medical Laboratory Co., Ltd. (杭州德佑醫學檢驗實驗室有限公司) ("**Hangzhou Deyou**") (a company principally engaged in provision of laboratory testing services) and Chengdu Jinniuniu Haoweilai Internet Hospital Co., Ltd. (成都金牛牛好未來互聯網醫院有限公司) ("**Chengdu Internet Hospital**") (a company principally engaged in Provision of internet hospital services) to Yilian Zhejiang, an Independent Third Party, at the nominal consideration of RMB1, respectively. The considerations were determined with reference to the negative market value of shareholders' equity of Hangzhou Deyou and Chengdu Internet Hospital appraised by an independent professional valuer, respectively and waiver of debts owned by Hangzhou Deyou and Chengdu Internet Hospital to our Company. The disposals of Hangzhou Deyou and Chengdu Internet Hospital was completed on June 23, 2025 and June 25, 2025, respectively. Upon completion of the above, we do not hold any equity interests in Hangzhou Deyou and Chengdu Internet Hospital. As confirmed by our Company, such disposals do not and would not pose any material adverse impact on our operations and financial position. During the Track Record Period and up to the disposal date, there has not been any non-compliance and legal proceedings associated with each of Hangzhou Deyou and Chengdu Internet Hospital.

Save as disclosed above and as of the Latest Practicable Date, we did not conduct any major acquisitions, mergers or disposals during the Track Record Period and up to the Latest Practicable Date.

EMPLOYEE SHAREHOLDING PLATFORM

To enhance corporate governance, establish long-term incentives, attract and retain talent, boost team cohesion and competitiveness, align interests of shareholders, company, and core team, and ensure long-term development and strategic goals, Diagens Nuohui was formed as our Employee Shareholding Platform. As of the Latest Practicable Date, Dr. Song was the executive partner of Diagens Nuohui. Thus, in effect, all management powers and voting rights of Diagens Nuohui are resided with Dr. Song.

Diagens Nuohui was established in the PRC as a limited partnership on April 19, 2018. As of the Latest Practicable Date, Diagens Nuohui had three limited partners, namely Hangzhou Defeng Acceleration Technology Management Partnership (Limited Partnership) (杭州德灃加速科技管理合夥企業(有限合夥)) ("**Defeng Acceleration**") holding approximately 61.35% of the limited partnership interests in Diagens Nuohui, Hangzhou Defeng Origin Technology Management Partnership (Limited Partnership) (杭州德灃起源科技管理合夥企業(有限合夥)) ("**Defeng Origin**") holding approximately 36.61% of the limited partnership interests in Diagens Nuohui and Hangzhou Defeng Rise Technology Partnership (杭州德灃升騰科技管理合夥企業(有限合夥)) ("**Defeng Rise**") holding approximately 1.94% of the limited partnership interests in Diagens Nuohui. Dr. Song, as its executive partners, held approximately 0.10% of the limited partnership

interests therein. The partnership interests held by Dr. Song in each of Diagens Nuohui, Defeng Acceleration, Defeng Origin and Defeng Rise are for his personal beneficial interest. Each of Defeng Acceleration, Defeng Origin and Defeng Rise was established so as to hold the awards granted to and vested in Diagens Nuohui in different phases.

Dr. Song is the general partner of each of Defeng Acceleration, Defeng Origin and Defeng Rise. As of the Latest Practicable Date, Defeng Acceleration had one limited partner, Mr. WU Chengfa (吳承發) (a supervisor of our subsidiary) held approximately 0.16% of the limited partner interests in Defeng Acceleration and Dr. Song, as the general partner held approximately 99.84% of the limited partner interests therein. As of the Latest Practicable Date, Defeng Origin had 47 limited partners, including Mr. WENG Chih-Hsin (翁資欣) (our executive Director and chief operating officer) holding approximately 13.52% of the limited partnership interests in Defeng Origin, Mr. WU Chengfa (吳承發) (a supervisor of our subsidiary) holding approximately 4.93% of the limited partnership interests in Defeng Origin, Mr. SUN Chuanzhi (孫傳智) (a director of our subsidiary) holding approximately 0.93% of the limited partnership interests in Defeng Origin, Ms. LIU Haiping (劉海平) (a supervisor of our subsidiary, mother of Dr. Song and hence, an associate of Dr. Song) holding approximately 0.32% of the limited partnership interests in Defeng Origin, Dr. CHEN Linghan (陳玲瀚), wife of Dr. Song and hence, a close associate of Dr. Song (a former employee of our Company) holding approximately 0.29% of limited partnership interests in Defeng Origin, Dr. XU Chen (徐晨) (a non-executive Director and chief scientist of reproductive medicine) holding approximately 0.07% of the limited partnership interests in Defeng Origin, and 41 former and existing employees of our Company, among which, the largest limited partner held approximately 15.58% of limited partnership interests in Defeng Origin. None of the limited partners of Defeng Origin held 30% or more of the limited partnership interests therein. Dr. Song, as the general partner of Defeng Origin held approximately 0.14% of the limited partner interests therein. Save as Mr. WENG Chih-Hsin (翁資欣), Mr. WU Chengfa (吳承發), Mr. SUN Chuanzhi (孫傳智), Ms. LIU Haiping (劉海平) , Dr. CHEN Linghan (陳玲瀚) and Dr. XU Chen (徐晨), each of the other limited partners of Defeng Origin is an Independent Third Party. As of the Latest Practicable Date, Defeng Rise had 15 limited partners all of which are our existing employees, each of whom is an Independent Third Party, and none of the limited partners of Defeng Rise held 30% or more of the limited partnership interests in Defeng Rise. Dr. Song, as the general partner of Defeng Rise held approximately 30.24% of the limited partner interests therein.

As of the Latest Practicable Date, the awards in connection with all the Shares held by the Employee Shareholding Platform have been fully granted and vested.

PRE-IPO INVESTMENTS

Overview

Our Company obtained several rounds of investments from the Pre-IPO Investors through subscriptions for increased registered capital of our Company. In addition, some investors joined our Company by purchase of the registered capital or Shares of our Company from the then existing Shareholders. For further details, see "Corporate Development and Shareholding Changes of Our Group — Subsequent Capital Changes and Equity Transfers of Our Company" in this prospectus.

Principal Terms of the Pre-IPO Investments

The following table summarizes the key terms of the Pre-IPO Investments to our Company made by the Pre-IPO Investors:

No.	Round	Form of investment	Date of agreement(s)	Date of last payment of consideration	Investor	Transferor	Amount of registered capital involved	Consideration	Cost per Share	Post-money valuation[2]	Adjusted cost per Share[1]	Discount to the Offer Price[1]
							(RMB)	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(approximation)*
1	**Dec-2016 Capital Increase**	Subscription of registered share capital	September 27, 2016	March 16, 2017	Hangzhou Zicheng	N/A	1,566,300	7,000,000	4.47	44,987,614	1.15	98.75%
2	**Sep-2017 Share Transfer**	Share transfer from existing shareholder	September 8, 2017	September 25, 2017	Hangzhou Zizhou	Hangzhou Zicheng	895,000	4,000,000	4.47	44,987,614	1.15	98.75%
3	**Aug-2018 Capital Increase**	Subscription of registered share capital	March 30, 2018	July 27, 2018	Deqing Technology	N/A	1,258,300	20,000,000	15.89		4.10	95.53%
					Diagens Nuoxin		503,300	8,000,000	15.90		4.10	95.53%
					Hangzhou Zizheng		408,970	6,500,000	15.89		4.10	95.53%
					Hangzhou Zizhou		346,030	5,500,000	15.89		4.10	95.53%
						Sub-total	**2,516,600**	**40,000,000**	**15.89**	**200,046,105**	**4.10**	**95.53%**
4	**Apr-2019 Capital Increase**	Subscription of registered share capital	March 31, 2019	April 28, 2019	Yuhang Industrial Fund	N/A	944,000	15,000,000	15.89[3]	214,940,148[3]	4.10	95.53%
5	**Aug-2020 Capital Increase**	Subscription of registered share capital	July 27, 2020	November 30, 2023	Deqian Technology	N/A	1,503,100	1,503,100	1[4]	15,030,000[4]	0.26	99.72%
6	**Apr-2021 Share Transfer**	Share transfer from existing shareholder	February 9, 2021	January 20, 2021	Yang Xi	Dr. Song	303,640	1,000,000	3.29[5]	49,999,407[5]	0.85	99.07%
7	**Apr-2021 Capital Increase**	Subscription of registered share capital	February 24, 2021	January 19, 2021	Yang Xi	N/A	151,820	500,000	3.29[5]	49,999,407[5]	0.85	99.07%
8	**Jun-2021 Share Transfer**	Share transfer from existing shareholder	May 31, 2021	July 21, 2021	Diagens Nuoda	Dr. Song	1,258,270	4,280,000	3.40[6]	51,640,896[6]	0.88	99.04%

No.	Round	Form of investment	Date of agreement(s)	Date of last payment of consideration	Investor	Transferor	Amount of registered capital involved	Consideration	Cost per Share	Post-money valuation[2]	Adjusted cost per Share[1]	Discount to the Offer Price[1]
							(RMB)	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(approximation)*
9	**Aug-2021 Share Transfer and Capital Increase**	Share transfer from existing shareholder	June 22, 2021	July 6, 2021	Ningbo Jiayuan	Dr. Song	455,460	9,000,000	19.76	299,996,443	5.10	94.45%
		Subscription of registered share capital	July 2, 2021	July 6, 2021	Ningbo Jiayuan	N/A	469,540	13,500,000	28.75	450,000,767	7.42	91.92%
10	**Mar-2022 Capital Increase[8]**	Subscription of registered share capital	December 17, 2021	August 12, 2022	Guozhong Investment	N/A	782,568	30,000,000	38.34		9.90	91.92%
					Liyuan Jiankun		782,568	30,000,000	38.34		9.90	91.92%
					Nanjing Huarui		260,856	10,000,000	38.34		9.90	91.92%
					Jiaxing Weixin		260,856	10,000,000	38.34		9.90	91.92%
					Qingdao Juancheng		260,856	10,000,000	38.34		9.90	91.92%
						Sub-total	**2,347,704**	**90,000,000**	**38.34**	**690,000,000**	**9.90**	**91.92%**
11	**Aug-2022 Share Transfers**	Share transfer from existing shareholder	April 13, 2022	April 21, 2022	Lishui Jingen	Dr. Song	260,865	10,000,000	38.33		9.90	89.49%
			April 20, 2022	April 26, 2022	Yuhang Jinkong		391,281.65	15,000,000	38.34		9.90	89.49%
			June 1, 2022	July 11, 2022	Hangzhou Huayun		52,171	2,000,000	38.34		9.90	89.49%
						Sub-total	**704,318**	**27,000,000**	**38.33**	**689,993,681**	**9.90**	**91.92%**
12	**Dec-2022 Share Transfer**	Share transfer from existing shareholder	September 16, 2022	September 30, 2022	Hangzhou Yuxijin	Yuhang Jinkong	391,281.65	15,000,000	38.34	690,084,114	9.90	91.92%
13	**Apr-2023 Capital Increase[8]**	Subscription of registered share capital	January 29, 2023	March 17, 2023	Binhai Yuanyi	N/A	514,259	30,000,000	58.34		15.06	83.60%
					Tianjin Yuanyi		514,259	30,000,000	58.34		15.06	83.60%
					Tianjin Yongqian		51,426	3,000,000	58.34		15.06	83.60%
					Huarui Hetu No. 6		342,839	20,000,000	58.34		15.06	83.60%
					Yuhang Jingkai		342,839	20,000,000	58.34		15.06	83.60%
					Liyuan Jianxiao		171,420	10,000,000	58.34		15.06	83.60%
						Sub-total	**1,937,042**	**113,000,000**	**58.34**	**1,163,000,068**	**15.06**	**83.60%**

No.	Round	Form of investment	Date of agreement(s)	Date of last payment of consideration	Investor	Transferor	Amount of registered capital involved	Consideration	Cost per Share	Post-money valuation[2]	Adjusted cost per Share[1]	Discount to the Offer Price[1]
							(RMB)	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(RMB) (approximation)*	*(approximation)*
14 . . .	**Oct-2023 Capital Increase[8]**	Subscription of registered share capital	August 18, 2023	December 28, 2023	Hetu No. 6	N/A	844,750	50,000,000	59.19		15.28	83.36%
					Jiaxing Qingyulan		101,370	6,000,000	59.19		15.28	83.36%
						Sub-total	**946,120**	**56,000,000**	**59.19**	**1,236,000,355**	**15.28**	**83.36%**
15 . .	**Nov-2023 Share Transfer**	Share transfer from existing shareholder	August 18, 2023 and November 15, 2023	October 19, 2023	Hangzhou Hefu	Deqian Technology	569,603	30,000,000	52.67	1,099,830,549	13.6	85.19%
16 . . .	**Jun-2025 Capital Increase**	Subscription of registered share capital	June 16, 2025	June 23, 2025	Huarui Ruiyin	N/A	250,587	30,000,000	119.72			
					Hongshiliang Group		250,587	30,000,000	119.72			
						Sub-total	**501,174**	**60,000,000**	**119.72**	**2,559,997,127[7]**	**30.91**	**66.33%**

Notes:

(1) The adjusted cost per Share is calculated based on the amount of investment made by the relevant Pre-IPO investors and the number of Shares held by them immediately after the completion the Capitalization of Capital Reserves. The discount to the Offer Price is calculated based on the adjusted cost per Share, assuming the Offer Price is HK$104.1 per Share (being the mid-point of the indicative Offer Price as stated in this prospectus) and the indicative exchange rate is HK$1.00 = RMB0.8820.

(2) The post-money valuation is calculated on the basis of (a) cost per Share; and (b) the total number of Shares of our Company upon completion of the relevant of the Pre-IPO Investment.

(3) In order to support the development of local enterprises, Yuhang Industrial Fund, a stated-owned company ultimately controlled by Yuhang District Finance Bureau of Hangzhou (State-owned Assets Supervision and Administration Office of Yuhang District People's Government of Hangzhou) (杭州市余杭區財政局(杭州市余杭區人民政府國有資產監督管理辦公室)), agreed to provide capital support to our Company through subscription of registered capital in April 2019 with granted redemption right, pursuant to which, Dr. Song agreed to repurchase such registered capital at a favorable interests rate. Such repurchase was completed in April 2022.

(4) At the time of the Aug-2020 Capital Increase, each of Dr. Song and Mr. WANG Yang (汪洋) ("**Mr. Wang**"), our chief financial officer, held approximately 99.9% (among which, approximately 23.3% of the limited partnership was held by Dr. Song on behalf of Dr. WU Lingqian (鄔玲仟) ("**Dr. Wu**"), our non-executive Director) and 0.1% of the limited partnership interests in Deqian Technology. Such subscription was made at par value to recognize the guidance provided by Dr. Wu. to Dr. Song and our Group and Dr. Song's contribution to our Group. In August 2023, Dr. Song transferred the approximately 23.3% of the limited partnership interests on behalf of Dr. Wu in Deqian Technology to Dr. Wu and Dr. Wu became the limited partner of Deqian Technology and Mr. Wang ceased to be a limited partner. Upon completion of the above-mentioned equity transfer, Deqian Technology was owned as to approximately 99.9% and 0.1% by Hangzhou Dezhi Technology Management Partnership (Limited Partnership) (杭州德智科技管理合夥企業(有限合夥)) ("**Hangzhou Dezhi**") and Dr. Song. The general partner of Hangzhou Dezhi is Dr. Song and each of Dr. Song and Dr. Wu holds approximately 76.7% and 23.3% of the limited partnership in Hangzhou Dezhi. As such, the post-money valuation and discount to the Offer Price of the Aug-2020 Capital Increase was not comparable to the Company's then valuation and was for indicative purpose only.

(5) The amounts settled by the Apr-2021 Share Transfer and the Apr-2021 Capital Increase, were primarily due to the considerations that we intended to leverage Yang Xi's extensive and valuable sales experience in the biotech industry to our development, thus we offered our Shares to as an incentive to her. As the performance targets set out in the above agreements were not fulfilled, on February 22, 2023, Dr. Song agreed to repurchase RMB455,460 registered capital from Yang Xi at the consideration of RMB2.28 million. For details, see "— Corporate Development and Shareholding Changes of Our Group — Subsequent Capital Changes and Equity Transfers of Our Company — 8. Share Transfer and Capital Increase in April 2021" in this prospectus. As such, the post-money valuation of the Apr-2021 Capital Increase was not comparable to the Company's then valuation and was for indicative purpose only.

(6) At the time of the Jun-2021 Share Transfer, each of Dr. Song and Mr. Wang held approximately 99.9% and 0.1% of the limited partnership in Diagens Nuoda. In June 2021, several investors, all of whom are Independent Third Parties, invested Diagens Nuoda at the consideration of RMB19,900,000.

(7) The expected market capitalization increased from the post-money valuation after Jun-2025 Capital Increase is primarily due to (i) The core product, AI AutoVision®, received the Notice of Acceptance (受理通知書) from the NMPA in June 2025 after submitting a Class III medical device registration application in May 2025. The Company received a notice from NMPA on October 31, 2025, where the NMPA requested the Company to enhance textual description and supplement certain documentation to previous submission, all of which are of administrative and procedural nature, without raising any explicit questions indicating any substantial concerns on the product registration of AI AutoVision®; (ii) The Company has recorded rapid growth in financial performance and has achieved a revenue of RMB111.6 million for the nine months ended September 30, 2025, representing a year-on-year increase of approximately 469.8% and surpassing the full-year level of 2024 of which the revenue generated from the medical imaging software and medical devices increased by 281.2% from RMB12.8 million for the nine months ended September 30, 2024 to RMB48.7 million for the nine months ended September 30, 2025, mainly due to increased sales our products and services as proven by expansion of customer bases; (iii) we have commenced product trial use for AutoVision® at the Great Ormond Street Hospital, the largest children's hospital in the U.K. in January 2026; and (iv) the discount for lack of marketability was considered to reflect the difference in the marketability of the Shares in Jun-2025 Capital Increase and that of the Company upon Listing.

(8) Pursuant to the share subscription agreement dated December 17, 2021, the share subscription agreement dated January 29, 2023, and the share subscription agreement dated August 18, 2023, the capital contribution made by the relevant investors shall be redeemable by our Company and/or our Controlling Shareholders upon the occurrence of certain contingent events which cannot be controlled by our Company, including the failure to achieve a qualified public offering of our Company by December 31, 2026. The Mar-2022 Capital Increase, Apr-2023 Capital Increase and Oct-2023 Capital Increase were granted redemption rights by the Company and/or the Controlling Shareholders which were terminated on December 31, 2024, and other than above mentioned Pre-IPO Investments, no redemption rights were granted to any pre-IPO investors for capital increases prior to 2021 or for capital increase taken place in June 2025 which was very close to the application so there was no redemption term. Pursuant to the termination agreement dated December 31, 2024 entered into and among relevant Shareholders and our Company, all the special rights entitled to the Pre-IPO Investors were terminated (including the redemption right granted by our Company and/or our Controlling Shareholders) since the date of the termination agreement, and there is not any event upon the occurrence of which the redemption right will be reinstated. No guarantee was provided by our Company and/or our Controlling Shareholders in respect of such redemption right.

Basis of determination of the valuation and consideration	The valuation and consideration for each round of the Pre-IPO Investments were determined based on arm's length negotiations between our Company and the Pre-IPO Investors after taking into consideration the timing of the investments and the business, operations and status of our business and operating entities, the then operating results of our Group at the relevant time which had demonstrated a steady growth over the relevant time, and the business advancements of our Company at the relevant time. In particular, the major advancements in our business between 2016 and 2025 included, among others, our world's first artificial intelligence karyotype diagnostic system, AI AutoVision® and MetaSight®, obtained the relevant registration certificates.
Lock-up period	Pursuant to the applicable PRC law, all existing Shareholders (including the Pre-IPO Investors) could not dispose of any of the Shares held by them within 12 months following the Listing Date.
Use of proceeds from the Pre-IPO Investments	We utilized the proceeds from the Pre-IPO Investments for the principal business of our Company, including but not limited to the growth and expansion of our Company's business and general working capital purposes. As of the Latest Practicable Date, approximately 93.26% of the net proceeds from the Pre-IPO Investments paid to our Company had been utilized.
Strategic benefits to our Company brought by the Pre-IPO Investors	At the time of the Pre-IPO Investments, our Directors were of the view that our Company could benefit from the additional funds provided by the Pre-IPO Investors' investments in our Company and the knowledge and experience of the Pre-IPO Investors.

Pre-IPO Investors' Rights

Several Pre-IPO Investors have been granted certain special rights, including, among others, information and inspection right, pre-emptive right, co-sale right, anti-dilution right, transfer restriction, liquidation preference, redemption right and director nomination right. Pursuant to the termination agreement dated December 31, 2024 entered into and among relevant Shareholders and the Company, all the special rights entitled to the Pre-IPO Investors were terminated since the date of the termination agreement, and there is not any event upon the occurrence of which the redemption right will be reinstated.

Information about the Pre-IPO Investors

Among our Pre-IPO Investors, each of Hetu No. 6 and Hangzhou Hefu, and Binhai Yuanyi and Tianjin Yuanyi is a Sophisticated Investor who has made meaningful investment in our Group at least six months before the Listing Date in accordance with paragraph 10 of Chapter 2.3 of the Guide, collectively holding approximately 7.48% and 4.38% of the total issued Shares immediately following the completion of the Global Offering, respectively. The background information of our existing Pre-IPO Investors is set out below. To the best knowledge of our Directors, save as disclosed, each of our Pre-IPO Investors and where applicable, their respective general partner(s), limited partner(s) and ultimate beneficial owner(s) is an Independent Third Party.

Diagens Nuoda, Deqian Technology and Diagens Nuoxin

Each of Diagens Nuoda, Deqian Technology and Diagens Nuoxin is a limited partnership established in the PRC and is managed by Dr. Song as its general partner. As of the Latest Practicable Date, Diagens Nuoda had seven limited partners, including one employee of our Group (namely, Mr. WANG Yang (汪洋), our chief financial officer ("**Mr. Wang**")) and six investors, each of whom is an Independent Third Party. None of the limited partners of Diagens Nuoda hold 30% or more limited partnership interests in it and Dr. Song holds approximately 4.26% of the limited partnership interests. As of the Latest Practicable Date, Deqian Technology was managed by Dr. Song as its general partner holding approximately 0.10% of the partnership interests and had one

limited partner, Hangzhou Dezhi Technology Management Partnership (Limited Partnership) (杭州德智科技管理合夥企業(有限合夥)) (a limited partnership established in the PRC) ("**Hangzhou Dezhi**"), which in turn was ultimately owned by Dr. Song, as its general partner, and our non-executive Director, Dr. WU Lingqian (鄔玲仟), as to approximately 76.7% and 23.3%, respectively. As of the Latest Practicable Date, Diagens Nuoxin had three limited partners. Among the limited partners of Diagens Nuoxin, GUO Jian (郭健), an Independent Third Party, holds approximately 62.50% of the limited partnership interests in Diagens Nuoxin and none of the remaining limited partners, each of whom is an Independent Third Party holds 30% or more limited partnership interests. Dr. Song holds approximately 0.0012% of the limited partnership interests. The partnership interests held by Dr. Song in each of Diagens Nuoda, Deqian Technology, Diagens Nuoxin and Hangzhou Dezhi are for his personal beneficial interest. Save for Mr. Wang, the other limited partners of Diagens Nuoda, Diagens Nuoxin and Hangzhou Dezhi are personal acquaintances of Dr. Song and each of these partnerships was established as a platform for investing in our Company with investors of different profiles and background. Deiqan Technology was established as a platform for co-investment in our Company by Dr. Song and Dr. WU Lingqian (鄔玲仟), our non-executive Director, who has profound experiences and high recognitions in the medical industry.

Each of Diagens Nuoda, Deqian Technology and Diagens Nuoxin is an investment holdings platform established by its partners solely to hold equity interests in our Company.

Hangzhou Zizhou, Hangzhou Zicheng and Hangzhou Zizheng

Each of Hangzhou Zizhou, Hangzhou Zicheng and Hangzhou Zizheng is a limited partnership established in the PRC. The general partner of each of Hangzhou Zizhou, Hangzhou Zicheng and Hangzhou Zizheng is Hangzhou Zijingang Private Equity Management Co., Ltd. (杭州紫金港私募基金管理有限公司) ("**Hangzhou Zijingang**"), which is held as to 95% and controlled by YE Fu (葉福), our former Director. None of the limited partners of Hangzhou Zizhou hold 30% or more limited partnership interests and each of the limited partners is an individual which is an Independent Third Party. Among the limited partners of Hangzhou Zicheng, ZHU Yuelong (朱躍龍), holds approximately 99% limited partnership interests in Hangzhou Zicheng and none of the remaining limited partners hold 30% or more limited partnership interests. None of the limited partners of Hangzhou Zizheng hold 30% or more limited partnership interests and each of the limited partners is an individual which is an Independent Third Party.

Hangzhou Zijingang focuses on investment in the fields of biotech, new energy, new materials, artificial intelligence, information computation, etc. The investment size of Hangzhou Zijingang is over RMB170 million.

Hetu No. 6 and Hangzhou Hefu

Each of Hetu No. 6 and Hangzhou Hefu is a limited partnership established in the PRC. The general partner of each of Hetu No. 6 and Hangzhou Hefu is Shanghai Meihong Private Equity Management Co., Ltd. (上海美鴻私募基金管理有限公司) ("**Shanghai Meihong**"), which is held as to approximately 41.47% and controlled by CHEN Yilong (陳毅龍) ("**Chen Yilong**"). Among the limited partners of Hetu No. 6, Hangzhou Meijing Equity Investment Limited Partnership (Limited Partnership) (杭州美璟股權投資合夥企業(有限合夥)), whose general partner is Shanghai Meihong and ultimately controlled by Chen Yilong, holds approximately 39% limited partnership interests in Hetu No. 6 and none of the remaining limited partners hold 30% or more limited partnership interests. Each of the two limited partners of Hangzhou Hefu, Chen Yilong and QIU Rengli (邱仍麗), holds approximately 49.5% limited partnership interests in Hangzhou Hefu, respectively. Shanghai Meihong focuses on investment in the fields of biotech and healthcare, and has a senior management team with track record of investment in biotech and healthcare sectors of approximately twenty years (investment portfolio includes Meinian Onehealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 002044)), ADICON Holdings Limited (艾迪康控股有限公司) (a company listed on the Stock Exchange (stock code: 09860)), Wuxi Apptec Co., Ltd. (無錫藥明康德新藥開發股份有限公司) (a company listed on the Stock Exchange (stock code: 2359) and the Shanghai Stock Exchange (stock code: 603259)), Mega Genomics Limited (美因基因有限公司) (a company listed on the Stock Exchange (stock code: 6667)), Chengdu Sheng Nuo Biotec Co., Ltd. (成都聖諾生物科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688117)), Jiangsu

Bioperfectus Technologies Co., Ltd. (江蘇碩世生物科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688399)), Sinohealth Holdings Limited (中康控股有限公司) (a company listed on the Stock Exchange (stock code: 2361))) and with professional knowledge in such industries including doctor degrees in biotech. The investment size of Shanghai Meihong is over RMB2 billion.

Binhai Yuanyi and Tianjin Yuanyi

Binhai Yuanyi is a limited partnership established in the PRC. The general partner of Binhai Yuanyi is Tianjin Yuanyi Hengxin Enterprise Management Co., Ltd. (天津遠翼恒新企業管理有限公司) ("**Tianjin Yuanyi Hengxin**"). Among the two limited partners of Binhai Yuanyi, Shanghai Depeng Industry Co., Ltd. (上海德朋實業有限公司) (which is ultimately controlled by Far East Horizon Limited ("**Far East Horizon**"), a company listed on the Stock Exchange, stock code: 3360) holds approximately 68.68% limited partnership interests therein, and the remaining partner does not hold 30% or more limited partnership interests therein. Binhai Yuanyi is managed and controlled by Yuanyi Investment Management Co., Ltd. (遠翼投資管理有限公司) ("**Yuanyi Investment**"), which is a private equity management company, registered as a private fund manager with the Asset Management Association of China (registration code: P1032049). Yuanyi Investment is ultimately controlled by Far East Horizon, through Tianjin Shengshi Enterprise Management Co., Ltd. (天津盛勢企業管理有限公司) and Yuanhong Investment (Guangdong) Co., Ltd. (遠宏投資(廣東)有限公司). Tianjin Yuanyi a limited partnership established in the PRC. The general partner of Tianjin Yuanyi is Tianjin Yuanyi Hongyang Asset Management Co., Ltd. (天津遠翼弘揚資產管理有限公司) ("**Tianjin Yuanyi Hongyang**"), and the limited partners of Tianjin Yuanyi are Nanjing Xiangye Equity Investment Partnership Enterprise (Limited Partnership) (南京襄鄴股權投資合夥企業(有限合夥)) (which is ultimately controlled by Far East Horizon) and Shanghai Xiangfu Equity Investment Fund Center (Limited Partnership) (上海襄富股權投資基金中心(有限合夥)) (which is ultimately controlled by Yuanyi Investment), each holding approximately 65.60% and 34.40% limited partnership interests therein. Tianjin Yuanyi is managed and controlled by Yuanyi Investment. Each of Tianjin Yuanyi Hengxin and Tianjin Yuanyi Hongyang is ultimately controlled by Yuanyi Investment. Yuanyi Investment controls the investment decision of each of Binhai Yuanyi and Tianjin Yuanyi.

Far East Horizon and its subsidiaries is one of China's leading innovative financial companies focusing on the Chinese fundamental industries and leveraging the business model of integrating finance and industry to serve enterprises of greatest vitality with the support of the fast-growing and enormous economy in China. As at the end of 2024, net interest-earning assets of Far East Horizon and its subsidiaries amounted to RMB260.641 billion. With a track record of investment in biotech field of approximately ten years and partners specialized in biotech field with professional knowledge, the investment portfolio of Far East Horizon includes Peijia Medical Limited (沛嘉醫療有限公司) (a company listed on the Stock Exchange (stock code: 9996)), Shanghai Microport EP Medtech Co., Ltd. (上海微創電生理醫療科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688351)), Shanghai MicroPort MedBot (Group) Co., Ltd. (上海微創醫療機器人(集團)股份有限公司) (a company listed on the Stock Exchange (stock code: 2252)), CF PharmTech, Inc. (長風藥業股份有限公司). Far East Horizon also controls over 20 hotels through its subsidiary.

Liyuan Jiankun and Liyuan Jianxiao

Each of Liyuan Jiankun and Liyuan Jianxiao is a limited partnership established in the PRC. The general partner of each Liyuan Jiankun and Liyuan Jianxiao is Hunan Xiangjiang Liyuan Investment Management Co., Ltd. (湖南湘江力遠投資管理有限公司) ("**Liyuan Investment**"), which is ultimately controlled by YOU Xinnong (游新農) ("**You Xinnong**"), through Hunan Xiangjiang Liyuan Jianling Venture Capital Partnership Enterprise (Limited Partnership) (湖南湘江力遠健瓴創業投資合夥企業(有限合夥)). Among the limited partners of Liyuan Jiankun, Hunan Xiangjiang Liyuan Jianling Venture Capital Limited Partnership (Limited Partnership) (湖南湘江力遠健瓴創業投資合夥企業(有限合夥)), whose general partner is Liyuan Investment and is ultimately controlled by You Xinnong, holds approximately 37.57% limited partnership interests in Liyuan Jiankun and none of the remaining limited partners hold 30% or more limited partnership interests. Among the limited partners of Liyuan Jianxiao, You Xinnong holds approximately 40% limited

partnership interests in Liyuan Jianxiao and none of the remaining limited partners hold 30% or more limited partnership interests. Liyuan Investment focuses on investment in the fields of biotech, medical and healthcare, advanced manufacturing, new materials, etc. The investment size of Liyuan Investment is over RMB1 billion.

Ningbo Jiayuan

Ningbo Jiayuan is a limited partnership established in the PRC. The general partner of Ningbo Jiayuan is ZHAN Siyuan (詹巳遠). Among the limited partners of Ningbo Jiayuan, KONG Xiaoxian (孔小仙), holds approximately 85% limited partnership interests in Ningbo Jiayuan and none of the remaining limited partners hold 30% or more limited partnership interests. Ningbo Jianyuan focuses on investment in the fields of biotech, software information technology services, integrated circuit chip design, etc. The investment size of Ningbo Jianyuan is over RMB37.50 million.

Guozhong Investment

Guozhong Investment is a limited partnership established in the PRC. The general partner of Guozhong Investment is Shenzhen Guozhong Changrong Asset Management Co., Ltd. (深圳國中常榮資產管理有限公司) ("**Guozhong Changrong**"), which is held as to 80% and 10% by Pingxiang Changrong Investment Management Partnership Enterprise (Limited Partnership) (萍鄉常榮投資管理合夥企業(有限合夥)) (in turn held as to 60% by SHI An'ping (施安平)) and SHI An'ping, respectively, and is ultimately controlled by SHI An'ping. Among the limited partners of Guozhong Investment, National Small and Medium Sized Enterprises Development Fund Co., Ltd. (國家中小企業發展基金有限公司) (which is ultimately controlled by Ministry of Finance of the People's Republic of China) holds approximately 33.33% limited partnership interests in Guozhong Investment and none of the remaining limited partners hold 30% or more limited partnership interests. Guozhong Investment focuses on investment in the fields of biotech, semiconductors, high-end equipment, new energy and artificial intelligence. The management size of Guozhong Investment is over RMB16 billion. With a track record of investment in biotech field of approximately ten years and senior management members specialized in biotech field with professional knowledge (including holders of relevant doctoral degrees), the investment portfolio of Guozhong Investment includes tens of companies engaged in biotech industry, like Shenzhen Mindray Biomedical Electronics Co., Ltd. (深圳邁瑞生物醫療電子股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300760)), Remegen Co., Ltd. (榮昌生物製藥(煙台)股份有限公司) (a company listed on the Stock Exchange (stock code: 9995) and the Shanghai Stock Exchange (stock code: 688331)), Suzhou Zejing Biopharmaceutical Co., Ltd. (蘇州澤璟生物製藥股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688266)), Jiangsu Yahong Pharmaceutical Technology Co., Ltd. (江蘇亞虹醫藥科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688176)), Jiangsu Dongxing Medical Equipment Co., Ltd. (江蘇東星智慧醫療科技股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 301290)).

Jiaxing Weixin and Qingdao Juancheng

Each of Jiaxing Weixin No. 1 and Qingdao Juancheng is a limited partnership established in the PRC. The general partner of each of Jiaxing Weixin No. 1 and Qingdao Juancheng is Shenzhen Wuming Investment Management Co., Ltd. (深圳物明投資管理有限公司) ("**Shenzhen Wuming Investment**"), which is held as to approximately 71.43% and 28.57% by Shenzhen Mingde Zhishan Investment Management Partnership Enterprise (Limited Partnership) (深圳明德至善投資管理合夥企業(有限合夥)) (in turn held as to approximately 57.76% by ZHANG Yingjie (張英傑)) and ZHANG Yingjie, respectively, and is ultimately controlled by ZHANG Yingjie. None of the limited partners of Jiaxing Weixin No. 1 or Qingdao Juancheng hold 30% or more limited partnership interests. The investments made by Shenzhen Wuming Investment in biotech and healthcare industries mainly focuses on areas of innovative drugs, high-end medical devices, CRO services and etc. The fund subscription size of Shenzhen Wuming Investment amounted to approximately RMB1,998 million.

Hangzhou Yuxijin

Hangzhou Yuxijin is a limited partnership established in the PRC. The general partner of Hangzhou Yuxijin is Zhejiang Tenghua Asset Management Co., Ltd. (浙江滕華資產管理有限公司) ("**Zhejiang Tenghua**"), which is held as to 40% and 35% by SHEN Menghui (沈夢暉) and YOU Minwei (尤敏衛), respectively, and is controlled by SHEN Menghui (沈夢暉). Among the limited partners of Hangzhou Yuxijin, Hangzhou Zhongbao Financial Consulting Co., Ltd. (杭州眾保財務諮詢有限公司), a state-owned company, holds approximately 33.36% limited partnership interests in Hangzhou Yuxijing and none of the remaining limited partners hold 30% or more limited partnership interests. Hangzhou Yuxijin focuses on investment in the field of biotech. The investment size of Hangzhou Yuxijin is over RMB15 million.

Yuhang Jingkai

Yuhang Jingkai is a limited partnership established in the PRC. The general partner of Yuhang Jingkai is Zhejiang Shoucheng Asset Management Co., Ltd. (浙江守成資產管理有限公司) ("**Zhejiang Shoucheng**"), a state-owned company and which is held as to 40% by each of Hangzhou Yuhang Financial Holding Co., Ltd. (杭州余杭金控控股股份有限公司) and Shanghai Lianrong Investment Development Co., Ltd. (上海聯嶸投資發展有限公司). Hangzhou Yuhang Financial Holding Co., Ltd. (杭州余杭金控控股股份有限公司) is held as to approximately 54.98% by Hangzhou Yuhaojin Investment Partnership Enterprise (Limited Partnership) (杭州余浩金投資合夥企業(有限合夥)), whose general partner is Hangzhou Jinzhong Financial Consulting Co., Ltd. (杭州金眾財務諮詢有限公司) and none of whose limited partners holds 30% or more limited partnership interests. Hangzhou Jinzhong Financial Consulting Co., Ltd. is held as to approximately 46.52% by its largest shareholder, Hangzhou Yuhang State Owned Capital Investment and Operation Group Co., Ltd. (杭州余杭國有資本投資運營集團有限公司), which is controlled by the Finance Bureau of Yuhang District of Hangzhou (杭州市余杭區財政局). Shanghai Lianrong Investment Development Co., Ltd. is held as to 30% by each of Shanghai Lujiazui Finance & Trade Development Co., Ltd. (上海陸家嘴金融發展有限公司), Zhongqilian Holdings Group Co., Ltd. (中企聯控股集團有限公司) and Shanghai Wanlianfa Development Co., Ltd. (上海萬聯發實業發展有限公司). Shanghai Lujiazui Finance & Trade Development Co., Ltd. is wholly owned by Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (上海陸家嘴金融貿易區開發股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600663)). Zhongqilian Holdings Group Co., Ltd. is wholly owned by MA Junquan (馬鈞全). Shanghai Wanlianfa Development Co., Ltd. is held as to approximately 89.76% by Shanghai Shengjin Investment Co., Ltd. (上海聖金投資有限公司), which is in turn wholly owned by SHI Guozhong (史國忠). Among the limited partners of Yuhang Jingkai, Hangzhou Kaitou Industrial Investment Co., Ltd. (杭州開投實業投資有限公司), a state-owned company and is ultimately owned by Finance Bureau of Linping District of Hangzhou (杭州市臨平區財政局), holds approximately 80% limited partnership interests in Yuhang Jingkai and none of the remaining limited partners hold 30% or more limited partnership interests. Yuhang Jingkai focuses on investment in the fields of biotech, intelligent equipment and health medicine, etc. The investment size of Yuhang Jingkai is over RMB700 million.

Nanjing Huarui

Nanjing Huarui is a limited partnership established in the PRC. The general partner of Nanjing Huarui is Jiangsu Huarui Investment Management Co., Ltd. (江蘇華睿投資管理有限公司) ("**Jiangsu Huarui**"), which is held as to 50% and ultimately controlled by WANG Mangen (王滿根). Among the limited partners of Jiangsu Huarui, ZHANG Xian (張弦), holds approximately 45.45% limited partnership interests in Nanjing Huarui and none of the remaining limited partners hold 30% or more limited partnership interests. Jiangsu Huarui focuses on investment in the fields of biotech, intelligent manufacturing, new materials, integrated circuits, new energy, TMT (technology, media, and telecommunications), and large-scale transportation. The investment size of Jiangsu Huarui is approximately RMB700 million.

Lishui Jingen

Lishui Jingen is a limited partnership established in the PRC. The general partner of Lishui Jingen is Hangzhou Yingboli Investment Management Co., Ltd. (杭州英伯力投資管理有限公司) ("**Hangzhou Yingboli**"), which is held as to 58% and controlled by YING Baojun (應保軍). Among the limited partners of Lishui Jingen, each of LI Mingjie (李明傑) and Hangzhou Yibao Investment

Co., Ltd. (杭州億寶投資有限公司) (a company which is ultimately controlled by ZHANG Zhonghua (張忠華)) holds 30% limited partnership interests therein and none of the remaining limited partners of Lishui Jingen hold 30% or more limited partnership interests. Hangzhou Yingboli focuses on investment in the fields of biotech and semiconductors. The investment size of Hangzhou Yingboli is over RMB100 million.

Huarui Ruiyin

Huarui Ruiyin is a limited partnership established in the PRC. The general partner of Huarui Ruiyin is Hangzhou Fuhua Ruiyin Enterprise Management Co., Ltd. (杭州富華睿銀企業管理有限公司) ("**Fuhua Ruiyin**"), which is ultimately controlled by ZONG Peimin (宗佩民), through Zhejiang Fuhua Ruiyin Investment Management Ltd. (浙江富華睿銀投資管理有限公司). None of the limited partners of Fuhua Ruiyin hold 30% or more limited partnership interests. Fuhua Ruiyin focuses on investment in the fields of biotechnology, artificial intelligence, energy technology, materials technology, information technology, etc. The investment size of Fuhua Ruiyin is approximately RMB15 billion.

Hongshiliang Group

Hongshiliang Group is a limited liability company established in the PRC which is held as to 98% and controlled by Zhejiang Hongshiliang Group Co., Ltd. (浙江紅石樑集團有限公司), which is held as to approximately 45.28% and controlled by Zhejiang Huabao Entrepreneurship Investment Co., Ltd. (浙江華寶創業投資有限公司) ("**Zhejiang Huabao**"), which in turn is held as to approximately 23.45% and controlled by QIU Jiansheng (邱建生) as the largest shareholder. Zhejiang Huabao focuses on investment in the fields of biotech. The investment size of Zhejiang Huabao is approximately RMB196 million.

Jiaxing Qingyulan

Jiaxing Qingyulan is a limited partnership established in the PRC. The general partner of Jiaxing Qingyulan is Zhejiang Blue Shell Asset Management Co., Ltd. (浙江藍貝殼資本管理有限公司) ("**Zhejiang Blue Shell**"), whose majority shareholding is held by WANG Xiaoming (王曉明). None of the limited partners of Jiaxing Qingyulan hold 30% or more limited partnership interests.

Tianjin Yongqian

Tianjin Yongqian is a limited partnership established in the PRC. The general partner of Tianjin Yongqian is Shanghai Zhouji Tongwu Asset Management Co., Ltd. (上海周濟同武資產管理有限公司), which is held equally by four individuals. Each of the limited partners of Tianjin Yongqian, each being an individual and Independent Third Party, holds approximately 33.43% limited partnership interests therein.

Hangzhou Huayun

Hangzhou Huayun is a limited partnership established in the PRC. The general partner of Hangzhou Huayun is Hangzhou Huadan Danyang Investment Management Co., Ltd. (杭州華旦丹陽投資管理有限公司) ("**Hangzhou Huadan**"), which in turn was ultimately controlled by FANG YI (方毅), through Hangzhou Meiri Technology Co., Ltd. (杭州每日科技有限公司). Among the limited partners of Hangzhou Huayun, Hangzhou Yingjing Technology Co., Ltd. (杭州應景科技有限公司), a wholly-owned subsidiary of Merit Interactive Co., Ltd. (每日互動股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 300766), holds approximately 33.3% limited partnership interests in Hangzhou Huayun and none of the remaining limited partners hold 30% or more limited partnership interests. Hangzhou Huadan focuses on investment in the field of technology innovation. The investment size of Hangzhou Huadan is over RMB100 million.

To the best knowledge and information of our Directors, the Pre-IPO Investors decided to invest in our Company due to their confidence in the prospects of our Company and potentials, and their investment reflects their financial and experiential support for the development of our Group.

Compliance with the Guide for New Listing Applicants

On the basis that (i) the consideration for the Pre-IPO Investments was irrevocably settled no less than 120 clear days before the Listing Date, and (ii) the special rights granted to the Pre-IPO Investors have been or will be terminated as disclosed in "— Pre-IPO Investors's Rights" above, the Sole Sponsor confirms that the Pre-IPO Investments are in compliance with the Pre-IPO Investment Guidance in Chapter 4.2 of the Guide for New Listing Applicants.

COMPLIANCE WITH LAWS AND REGULATIONS

As advised by our PRC Legal Adviser, our Group has obtained relevant approvals or confirmation and has registered or filed with the relevant competent authorities (where applicable) in accordance with the relevant laws and regulations in respect of its establishment and subsequent transfers of equity interests, including the Pre-IPO Investments as referred to above, and changes in registered capital (where applicable), and the establishment of our Company and each of our subsidiaries and subsequent transfers of equity interests and changes in registered capital (where applicable) have been properly and legally completed in compliance with the applicable laws and regulations and are effective and legally binding.

FULL CIRCULATION

Our Company has applied for H-share full circulation to convert certain of the Unlisted Shares into H Shares as per the instructions of the relevant Shareholders. All of the 80,880,000 Unlisted Shares will be converted into H Shares, representing approximately 91% of total issued Share capital of our Company upon the completion of the conversion of Unlisted Shares into H Shares and the Global Offering.

PUBLIC FLOAT AND FREE FLOAT

All of the 80,880,000 Unlisted Shares will be converted into H Shares. Among the 80,880,000 H Shares to be converted from Unlisted Shares pursuant to the H-share full circulation of our Company and the Listing on the Stock Exchange:

(i) the 42,102,157 H Shares to be converted from Unlisted Shares held by Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin, representing approximately 47.37% of our total issued Shares upon the completion of the Global Offering will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules after the Listing as such Shares are being held or controlled by the core connected persons of our Company; and

(ii) the 38,777,843 H Shares to be converted from Unlisted Shares, representing approximately 43.63% of our total issued Shares upon the completion of the Global Offering will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules after the Listing as these entities are not held or controlled by the core connected persons of our Company upon the Listing nor are they accustomed to take instructions from our Company's core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares and their acquisition of Shares were not financed directly or indirectly by our Company's core connected persons.

To the best knowledge of our Directors, save as disclosed above, immediately upon completion of the Global Offering and the conversion of Unlisted Shares into H Shares, an aggregate of 46,777,043 H Shares, representing approximately 52.63% of our total issued Shares will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules, which is higher than the prescribed percentage of H Shares required to be held in public hands of 15% with the expected market value at the time of listing over HK$6,000,000,000 but not exceeding HK$30,000,000,000 under the Rule 8.08(1) (based on the minimum Offer Price of HK$95.6 per H Share, mid-point Offer Price of HK$104.1 per H Share, and maximum Offer Price of HK$112.5 per H Share). Therefore, our Company will be able to meet the minimum public float requirement under Rule 8.08 (as amended and replaced by Rule 19A.13A) of the Listing Rules.

Rule 19A.13C of the Listing Rules provides that there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. Where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000.

Based on an Offer Price of HK$95.6 per H Share (being the minimum Offer Price as stated in this prospectus), our Company believes that there will be a free and open market for our Shares immediately upon the completion of the Global Offering in compliance with the free float requirement under Rule 19A.13C of the Listing Rules.

CAPITALIZATION OF OUR COMPANY

The table below is a summary of the capitalization of our Company as of the date of this prospectus and the Listing Date:

	As of the Latest Practicable Date			Immediately upon completion of the Global Offering		
Name of Shareholders	**No. of Shares**	**Description of Shares**	**Approximate ownership percentage**	**No. of Shares**	**Description of Shares**	**Approximate ownership percentage[(2)]**
Dr. Song						
– Dr. Song	24,293,507	Unlisted Shares	30.04%	24,293,507	H Shares – Unlisted Shares	27.33%
– Diagens Nuohui	7,614,901	Unlisted Shares	9.42%	7,614,901	H Shares – Unlisted Shares	8.57%
– Diagens Nuoda	4,759,247	Unlisted Shares	5.88%	4,759,247	H Shares – Unlisted Shares	5.35%
– Deqian Technology	3,530,834	Unlisted Shares	4.37%	3,530,834	H Shares – Unlisted Shares	3.97%
– Diagens Nuoxin	1,903,668	Unlisted Shares	2.35%	1,903,668	H Shares – Unlisted Shares	2.14%
Sub-total	**42,102,157**	**–**	**52.06%**	**42,102,157**	**–**	**47.37%**
Hangzhou Zijingang						
– Hangzhou Zizhou	4,694,039	Unlisted Shares	5.80%	4,694,039	H Shares – Unlisted Shares	5.28%
– Hangzhou Zicheng	2,539,107	Unlisted Shares	3.14%	2,539,107	H Shares – Unlisted Shares	2.86%
– Hangzhou Zizheng	1,546,877	Unlisted Shares	1.91%	1,546,877	H Shares – Unlisted Shares	1.74%
Sub-total	**8,780,023**	**–**	**10.86%**	**8,780,023**	**–**	**9.88%**
Shanghai Meihong						
– Hetu No. 6	4,491,905	Unlisted Shares	5.55%	4,491,905	H Shares – Unlisted Shares	5.05%
– Hangzhou Hefu	2,154,451	Unlisted Shares	2.66%	2,154,451	H Shares – Unlisted Shares	2.42%
Sub-total	**6,646,356**	**–**	**8.22%**	**6,646,356**	**–**	**7.48%**
Yuanyi Investment						
– Binhai Yuanyi	1,945,119	Unlisted Shares	2.40%	1,945,119	H Shares – Unlisted Shares	2.19%
– Tianjin Yuanyi	1,945,119	Unlisted Shares	2.40%	1,945,119	H Shares Unlisted Shares	2.19%
Sub-total	**3,890,238**	**–**	**4.80%**	**3,890,238**	**–**	**4.38%**

	As of the Latest Practicable Date			Immediately upon completion of the Global Offering		
Name of Shareholders	**No. of Shares**	**Description of Shares**	**Approximate ownership percentage**	**No. of Shares**	**Description of Shares**	**Approximate ownership percentage[2]**
Liyuan Investment						
– Liyuan Jiankun	2,959,964	Unlisted Shares	3.66%	2,959,964	H Shares	3.33%
				–	Unlisted Shares	
– Liyuan Jianxiao	648,374	Unlisted Shares	0.80%	648,374	H Shares	0.73%
				–	Unlisted Shares	
Sub-total	**3,608,338**	**–**	**4.46%**	**3,608,338**	**–**	**4.06%**
Ningbo Jiayuan	3,498,695	Unlisted Shares	4.33%	3,498,695	H Shares	3.94%
				–	Unlisted Shares	
Guozhong Investment	2,959,964	Unlisted Shares	3.66%	2,959,964	H Shares	3.33%
				–	Unlisted Shares	
Shenzhen Wuming Investment						
– Jiaxing Weixin	986,655	Unlisted Shares	1.22%	986,655	H Shares	1.11%
				–	Unlisted Shares	
– Qingdao Juancheng	986,655	Unlisted Shares	1.22%	986,655	H Shares	1.11%
				–	Unlisted Shares	
Sub-total	**1,973,310**	**–**	**2.44%**	**1,973,310**	**–**	**2.22%**
Hangzhou Yuxijin	1,479,975	Unlisted Shares	1.83%	1,479,975	H Shares	1.67%
				–	Unlisted Shares	
Yuhang Jingkai	1,296,745	Unlisted Shares	1.60%	1,296,745	H Shares	1.46%
				–	Unlisted Shares	
Nanjing Huarui	986,655	Unlisted Shares	1.22%	986,655	H Shares	1.11%
				–	Unlisted Shares	
Lishui Jingen	986,655	Unlisted Shares	1.22%	986,655	H Shares	1.11%
				–	Unlisted Shares	
Huarui Ruiyin	947,814	Unlisted Shares	1.17%	947,814	H Shares	1.07%
				–	Unlisted Shares	
Hongshiliang Group	947,814	Unlisted Shares	1.17%	947,814	H Shares	1.07%
				–	Unlisted Shares	
Jiaxing Qingyulan	383,419	Unlisted Shares	0.47%	383,419	H Shares	0.43%
				–	Unlisted Shares	
Hangzhou Huayun	197,330	Unlisted Shares	0.24%	197,330	H Shares	0.22%
				–	Unlisted Shares	
Tianjin Yongqian	194,512	Unlisted Shares	0.24%	194,512	H Shares	0.22%
				–	Unlisted Shares	
Subtotal	80,880,000	–	100%	80,880,000	H Shares	91.00%
					Unlisted Shares	
Public Shareholders	–	–	–	7,999,200	H Shares	9.00%
				80,880,000	H Shares converted from Unlisted Shares	91.00%
				–	Unlisted Shares	–
Total	**80,880,000**	**–**	**100%**	**88,879,200**	**–**	**100%**

Notes:

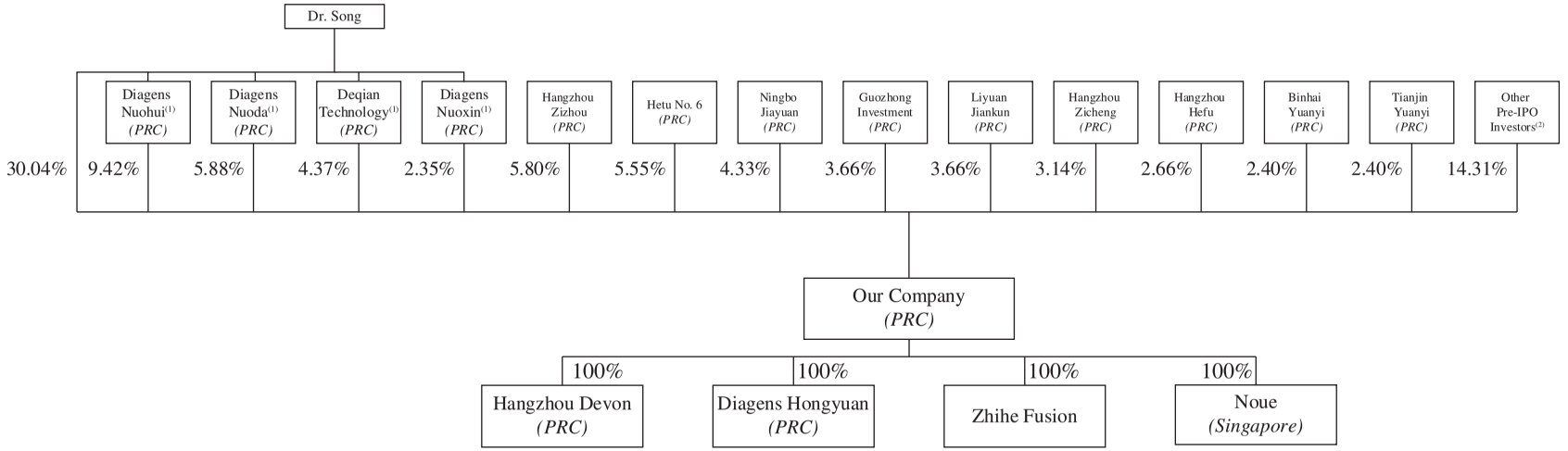
1. Percentages shown as totals in the chart may not be the arithmetic aggregation of the figures shown in the notes are due to rounding adjustment.

2. The calculation is based on the total number of nil Unlisted Shares and 88,879,200 H Shares in issue immediately after completion of the Global Offering.

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Corporate Structure Immediately Before Completion of the Global Offering

The chart below sets out the shareholding structure of our Company immediately before completion of the Global Offering:



Notes:

(1) Each of Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin is managed by Dr. Song as their respective general partner.

(2) As of the Latest Practicable Date, the Other Pre-IPO Investors include:

(i) Hangzhou Zizheng, which held approximately 1.91% of our total issued Shares;

(ii) Yuhang Yuxijin, which held approximately 1.83% of our total issued Shares;

(iii) Yuhang Jingkai, which held approximately 1.60% of our total issued Shares;

(iv) Huarui Ruiyin, which held approximately 1.17% of our total issued Shares;

(v) Hongshiliang Group, which held approximately 1.17% of our total issued Shares;

(vi) Jiaxin Weixin, which held approximately 1.22% of our total issued Shares;

(vii) Qingdao Juancheng, which held approximately 1.22% of our total issued Shares;

(viii) Nanjing Huarui, which held approximately 1.22% of our total issued Shares;

(ix) Lishui Jingen, which held approximately 1.22% of our total issued Shares;

(x) Liyuan Jianxiao, which held approximately 0.80% of our total issued Shares;

(xi) Jiaxing Qingyulan, which held approximately 0.47% of our total issued Shares;

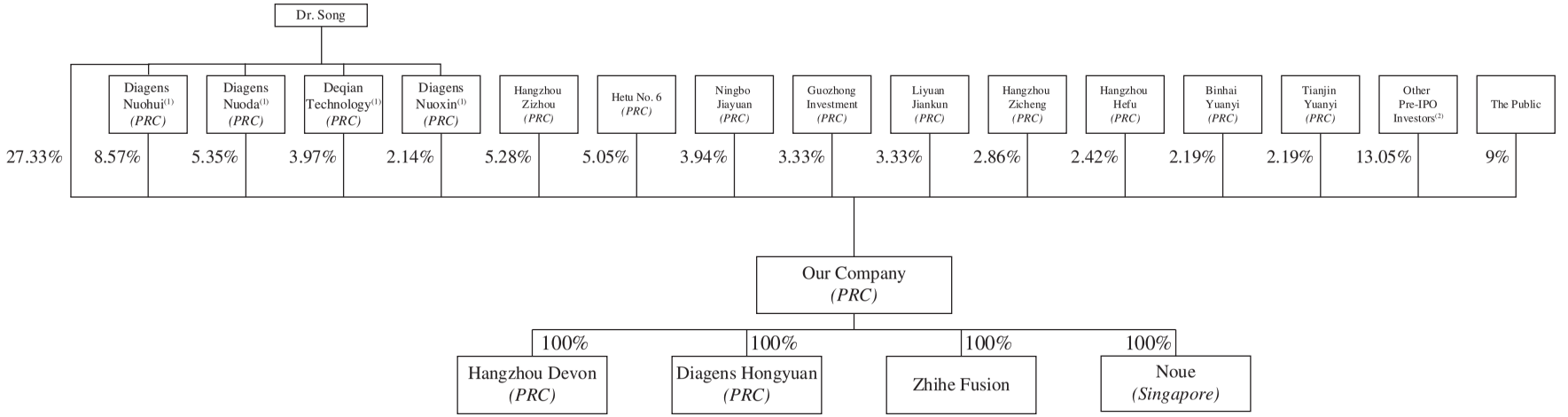
(xii) Hangzhou Huayun, which held approximately 0.24% of our total issued Shares; and

(xiii) Tianjin Yongqian, which held approximately 0.24% of our total issued Shares.

(3) During the Track Record Period, our subsidiaries, i.e. Deshi Qiyuan (Jinyun) Biotechnology Co., Ltd. (德適啟源(縉雲)生物科技有限公司), Ningbo Nuode and Quzhou Deyou Chengyun Biotechnology Co., Ltd. (衢州德佑承運生物科技有限公司) were deregistered, respectively.

Corporate Structure Immediately After Completion of the Global Offering

The chart below sets out the shareholding structure of our Company immediately after completion of the Global Offering:



Note: see the notes to "— Corporate Structure Immediately Before Completion of the Global Offering" in this section.

OVERVIEW

We are a medical devices company focusing on developing medical imaging products and services. We have self-developed a diversified portfolio, including six medical imaging software products (one registration-stage Core Product, AI AutoVision®, one commercialized product AutoVision®, four pre-clinical stage other medical imaging software product candidates), three commercialized medical devices, four key reagents and consumables and two technology licensing offerings. Our Core Product, AI AutoVision®, is an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件) which we intend to sell in China and globally as a customized computer pre-installed with the software. The intended indication of AI AutoVision® is chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples. It is intended to be approved for use in the fields of birth defect prevention, pre-marital and pre-pregnancy screening and assisted reproduction.

Our iMedImage® medical imaging foundation model serves as the underlying infrastructure supporting the development and daily usage of our software products. Leveraging various critical general-purpose function of iMedImage® foundation model, such as elimination of image noise and bias arising from different hardware and demographic groups, AI AutoVision®, delivers reliable and high-quality chromosome karyotype analysis on karyotype digital images captured by different optical microscopes in a highly automated way. AI AutoVision® applies our self-developed AI algorithm to achieve automatic chromosome segmentation, counting, arrangement and, in particular, case-level abnormalities detection. It is compatible with standard optical microscopes commonly available in the market. As AI AutoVision® is an auxiliary diagnostic software, the final issuance of diagnostic reports remains the responsibility of physicians. We expect to receive a Class III medical device registration certificate for our Core Product in the first quarter of 2026.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE AI AUTOVISION® SUCCESSFULLY.

OUR STRENGTHS

A medical devices company focusing on developing medical imaging products and services

Medical imaging, which encompasses modalities such as microscopic imaging, X-rays, CT, MRI, ultrasound and endoscopy, underpins modern clinical diagnosis, disease treatment and health management. The sector has long faced bottlenecks such as time-consuming operations, heavy reliance on physicians' experience, and lengthy R&D and clinical validation cycles. The clinical medical system urgently requires efficient and accurate AI tools to enhance diagnostic efficiency. Against this backdrop, we have established a comprehensive suite of analysis software, devices, reagents and consumable products for chromosome karyotype analysis, covering the entire workflow from sample preparation to analysis results. For details of our products and product candidates, see "— Our Product Portfolio".

Building on the success of our commercialized products, we are advancing the registration and commercialization readiness of our Core Product, AI AutoVision®. AI AutoVision® is an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotype. AI AutoVision® has successfully completed clinical trials and submitted a Class III medical device registration application to the NMPA in May 2025. It was also recognized as a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA in May 2025, making it eligible for the expedited regulatory approval process. We expect to obtain the Class III medical device registration certificate for AI AutoVision® in the first quarter of 2026.

Besides our Core Product, AI AutoVision®, we have developed a comprehensive suite of analysis software and devices for chromosome karyotype analysis, covering the entire workflow from sample preparation to analysis result, including AutoVision® Chromosome Analysis Software, KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning System.

We have built a nationwide distribution network of 75 distributors, covering over 400 healthcare centers and medical institutions in 31 provinces, autonomous regions, and municipalities as of September 30, 2025. As of the Latest Practicable Date, our products were deployed in over 400 medical institutions, including Class III Grade A Hospital, prenatal diagnosis centers and health management centers, with engagement from more than 170 renowned chief physicians and experts from leading hospitals across China.

Leadership with commercial-validated intelligent devices powered by proprietary intelligent medical imaging technology in reproductive healthcare

Chromosome karyotype analysis, the gold standard of cytogenetic diagnosis, plays a critical role in pre-pregnancy screening, assisted reproduction, genetic metabolic disease diagnosis, and hematological cancer research. According to Frost & Sullivan, this market in Chinese Mainland experienced a steady growth with a CAGR of 6.7% from 2019 to 2024, but is projected to rapidly expand to RMB2,037.9 million by 2030 and further to RMB5,996.8 million by 2035. As the market leader of chromosome analysis technology in Chinese Mainland, we are well positioned to capture business opportunities brought up by this expected trend.

We ranked first in chromosomal karyotype analysis in terms of 2024 sales revenue in China, with a market share of 30.6%, according to Frost & Sullivan. This leadership are solidly set upon our successful track record of technology R&D and commercialization, including success of our proprietary computer-aided chromosome analysis software (染色體分析軟件), AutoVision®. It is a Class II medical device and offers partial automation in counting and arrangement of digital chromosome images, thus partially solves challenges associated with traditional manual approaches, such as being labor-intensive, inefficient and easy to miss detecting large structural variations. In addition, we have developed a comprehensive suite of medical imaging software and medial devices for chromosome analysis, delivering automation in chromosome analysis from sample preparation to analysis result. See "— Our Product Portfolio".

More importantly, we expect to further enhance our leading industry position and achieve sustainable growth by developing our Core Product, AI AutoVision®. Being a Class III medical device, it is an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping. AI AutoVision® brings substantial intelligent enhancement across the entire karyotyping workflow, offering one-click intelligent chromosome segmentation, counting, and classification, together with case-level abnormality prompting and decision-support functionality. Supported by clinical trial data, AI AutoVision® has exhibited distinctive advantages. For instance, AI AutoVision® shortens the analysis and interpretation time from approximately 34.1 minutes to approximately 11.3 minutes per sample, enabling a single physician to process approximately 50 samples per day, increasing from approximately 8 to 12 samples deploying traditional methods. This effectively facilitates reduction of overall reporting cycle (the total number of calendar days from the date a patient's biological sample is collected to the date the patient receives the final karyotype diagnostic report issued by physicians) from an average of 30 days to just 4 to 7 days, while achieving an analysis accuracy rate exceeding 99%. In head-to-head comparisons with internationally recognized brands such as MetaSystems/Zeiss and Leica, AI AutoVision® exhibited significant advantages in key areas, including chromosome segmentation, counting, arrangement and abnormalities detection, earning high praise from top medical geneticists.

In a multi-center clinical trial on 1,518 real-world samples, AI AutoVision® achieved 100.00% sensitivity and 100.00% specificity in the detection of numerical abnormalities, and 94.05% sensitivity and 100.00% specificity in the detection of structural abnormalities. The average analysis time per case was 11.3 minutes, more than three times faster than traditional manual systems (approximately 34 minutes), fully demonstrating the clinical value of this technological approach in complex medical imaging tasks.

Besides advantages in terms of a fast process that brings improved efficiency, our AI AutoVision® delivers smart solution features through which its intelligent alert system may automatically identify and prioritize suspected abnormal cases for physicians' review. In addition, it assists physicians with different experience levels in improving diagnosis accuracy, bringing more consistent results. Furthermore, it possesses broad compatibility, as it is compatible with major commercially available chromosome karyotype imaging devices and optical microscopes.

For details on advantages of our AI AutoVision®, please see "— Our Product Portfolio — Medical Image Software — Core Product: AI AutoVision®".

In addition to chromosome analysis, we are also expanding our portfolio to obstetric ultrasound, another key focus area in reproductive healthcare, further strengthening our leadership in reproductive healthcare. Our proprietary Obstetric Ultrasound Analysis Software, a standardized prenatal ultrasound analysis system, supports comprehensive management on tests throughout the entire pregnancy cycle. As of the Latest Practicable Date, Obstetric Ultrasound Analysis Software is under development, with the core functionalities and algorithms in the research and development phase. We expect to commence clinical trials in the first quarter of 2027.

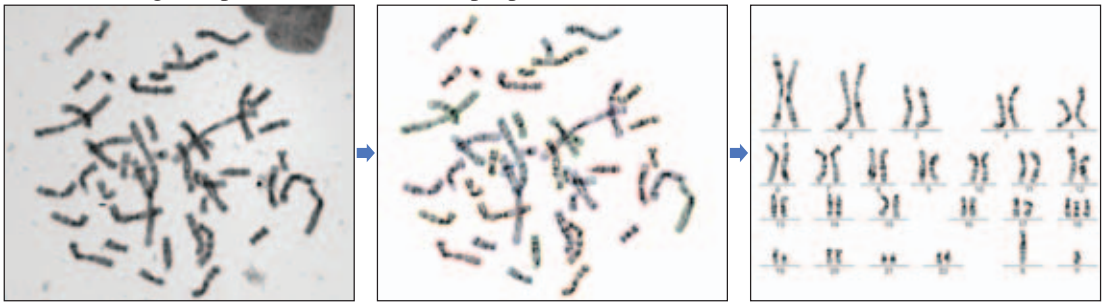
Proprietary underlying technology platform: our self-developed iMedImage® medical imaging foundation model

The core technological advantages of our Core Product, AI AutoVision®, are underpinned by our self-developed iMedImage® medical imaging foundation model. iMedImage® foundational model is a general-purpose medical imaging foundation model, which serves as the infrastructure for acquiring reasoning-oriented learning and training specifically in the medical domain. Based on its foundational structure and functional modules, we continuously develop customized AI models and tools targeting more focused diseases diagnosis and treatment applications. As of the Latest Practicable Date, it can effectively support 19 medical imaging modalities (such as chromosomes, CT, MRI, ultrasound and pathology) and address over 90% of clinical medical imaging scenarios, including reproductive healthcare, hematological malignancies and other clinical applications. The cross-domain generalization of our iMedImage® foundation model has been validated across multiple clinical settings and imaging modalities, such as microscopic imaging, obstetric ultrasound, CT imaging and microscopic videos.

The key challenges associated with chromosome karyotype analysis AI AutoVision® targets to overcome by leveraging on iMedImage® include:

Key Challenges	Algorithm Functions	Basement of the Algorithm
Non-Rigid Deformation: Chromosomes frequently exhibit adhesion, crossover, and torsion during slide preparation, which greatly complicates instance segmentation.	**KaryoDet Chromosome Instance Segmentation Algorithm**: Applied in AI AutoVision®, and derived from iMedImage® foundation model, this algorithm utilizes cascaded rotated-box detection combined with a mask IoU-based suppression mechanism. It effectively resolves chromosome crossovers, adhesion, and overlap, thereby enhancing segmentation accuracy and completeness.	Built upon foundation model capabilities derived from iMedImage®, the algorithm adopts a unified task representation framework that standardizes chromosome imaging workflows — including classification, detection, and segmentation — enabling AI AutoVision® to deliver superior performance in terms of speed, accuracy, and efficiency.

The following sample is for illustrative purpose:



original metaphase chromosome image to be analyzed

result of automatic chromosome segmentation processed by AI AutoVision®

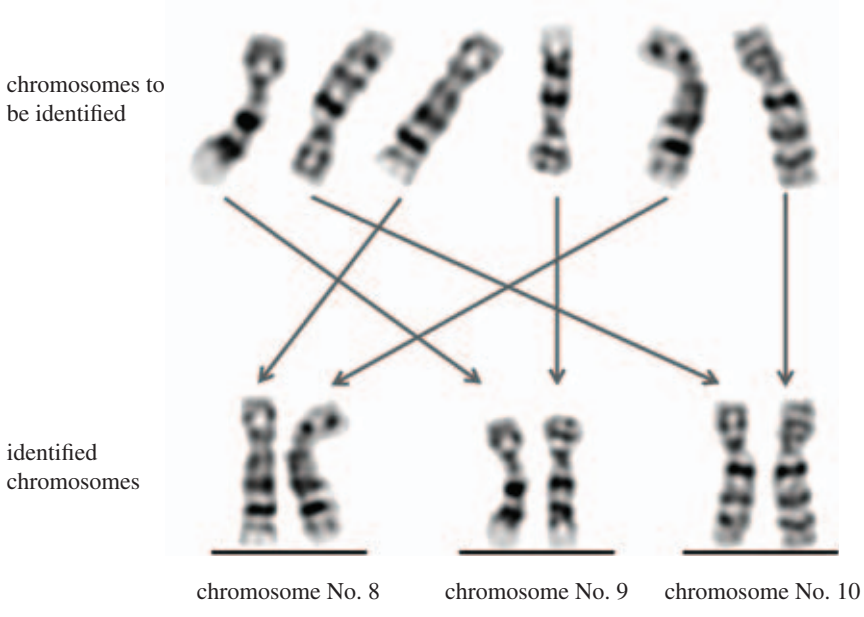
result of automatic chromosome segmentation, counting, and arrangement processed by AI AutoVision®

Note: the three images above demonstrate the processing performance of AI AutoVision® in the "Chromosome Segmentation and Counting" module. The image on the left shows the original metaphase chromosome image imported into the software, where chromosomes are severely crossed, overlapped, and adhered, with blurred boundaries that are difficult to analyze directly. The middle image displays the results of AI AutoVision®'s automated chromosome analysis, in which the software outlines the boundaries of each chromosome in different colors, clearly distinguishing areas of adhesion and crossing, thus providing a foundation for isolating individual chromosomes. The image on the right presents the individual chromosomes extracted through AI AutoVision®'s boundary segmentation; to more intuitively demonstrate the segmentation effect, the chromosomes have been numbered and arranged in standard order.

Note: as presents in the image on the right, chromosomes numbered 1 to 22 are autosomes, with homologous chromosomes arranged in pairs, and the X and Y sex chromosomes have also been accurately identified and positioned.

Key Challenges	Algorithm Functions	Basement of the Algorithm
Fine-Grained Classification: Due to the high structural similarity among differently numbered chromosomes, precise recognition is difficult and necessitates combining global morphological cognition with judgments of fine banding patterns.	**Varifocal-Net Chromosome Numbering Algorithm**: Incorporates a varifocal mechanism to jointly model images of the same chromosome at different zoom levels. This enables precise fusion of global shape and fine banding patterns, enhancing identification accuracy where only minute texture differences are present.	Built upon foundation model capabilities derived from iMedImage® foundation model, the algorithm adopts a unified model architecture that simulates clinical diagnostic workflows — progressing from localized feature analysis to case-level conclusions. Through multi-resolution texture analysis and integration of global structural features, the algorithm supports compound reasoning, thus enabling AI AutoVision® to deliver more comprehensive and accurate chromosome classification.

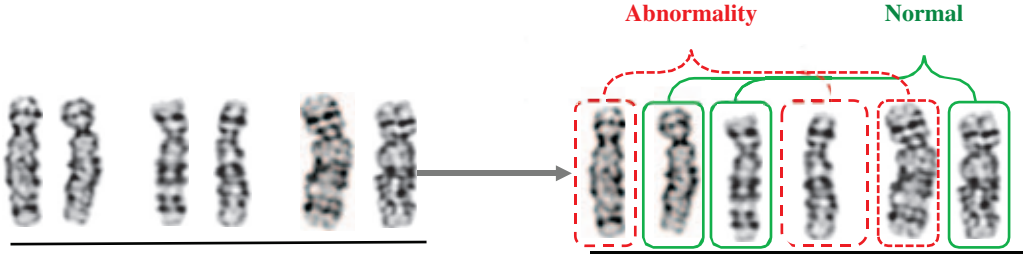
The following sample is for illustrative purpose:



Note: The six chromosomes above illustrate the process of chromosome identification and numbering by AI AutoVision®. Before numbering, the chromosomes retain their original morphology, orientation, and position as they appeared after being separated from the karyotype image. During the identification process, AI AutoVision® not only assigns numbers to each chromosome, but also optimizes and adjusts the overall appearance after pairing homologous chromosomes together. This refinement further facilitates subsequent analysis and interpretation.

Key Challenges	Algorithm Functions	Basement of the Algorithm
Long-Tail Effect: Chromosomal structural anomalies may occur at arbitrary loci, with over 4,000 known types worldwide, accounting for up to 20% of birth defects in some regions of Chinese Mainland. These anomalies are markedly imbalanced in distribution and may appear in different individual cells.	**HomNet Chromosome Abnormality Identification Algorithm**: Leveraging case-level modeling, this algorithm pairs and compares homologous chromosomes from different cells to robustly identify structural abnormalities, even in rare or imbalanced categories.	Built upon foundation model capabilities derived from iMedImage® foundation model, the algorithm integrates Unified Medical Pre-training Knowledge Embedding within a unified architecture. By incorporating multi-modal imaging cognition and efficiently learning from diverse sample sources and imaging modalities, the algorithm enables AI AutoVision® to significantly enhance the detection of rare chromosomal abnormalities. This approach overcomes the limitations of single-modality recognition and effectively addresses the long-tail distribution challenge in chromosomal anomaly classification.

The following sample is for illustrative purpose:



chromosome No. 5 pending analysis and interpretation

upon analysis and interpretation, the software automatically indicates abnormalities in chromosome No. 5.

Note: The images above illustrated how AI AutoVision® provides abnormality alerts for chromosomes with the same number but varying morphologies, using chromosome No. 5 as an example. The top image displays a series of chromosome No. 5 images with distinct shapes. Although these chromosome No. 5 instances differ greatly in appearance, AI AutoVision®'s abnormality alert function can accurately identify each one and further assess whether any abnormalities exist. When an abnormality is detected, the system gives a clear prompt, allowing physicians to conduct further confirmation and professional analysis.

Furthermore, to facilitate easy and convenient use of advanced functions of our iMedImage® foundation model, we have developed the iMed MaaS® (Model-as-a-Service) platform. This product works as a user-friendly interface, supporting zero-code medical imaging model training workflow, from data upload and processing to model training and deployment. It also enables users to rapidly build and optimize medical imaging analysis models on the cloud platform, thus further enhancing the attractiveness and market opportunities of our products. For details, see "— Our iMedImage® Medical Image Foundational Model".

Proven commercialization success and extensive market coverage driving scalable growth

We invested in developing our products with prioritized focus on specific application scenarios from the very beginning, laying a solid foundation for subsequent quick deployment and adoption upon launch, as proved by our successful track record. We have built a nationwide

distribution network of 75 distributors, covering over 400 healthcare centers and medical institutions in 31 provinces, autonomous regions, and municipalities as of September 30, 2025. Our products are deployed in over 400 medical institutions, including Class III Grade A Hospital, prenatal diagnosis centers and health management centers, with engagement from more than 170 renowned chief physicians and experts from leading hospitals across China as of the Latest Practicable Date.

Through collaborations with numerous medical institutions, we have successfully commercialized our intelligent medical imaging products. According to Frost & Sullivan, we ranked first in chromosomal karyotype analysis in terms of 2024 sales revenue in China, with a market share of 30.6%, surpassing renowned international brands. We believe our success rests upon a technology-backed commercialization strategy. For instance, by enabling intelligent and standard solutions, our products effectively allow more diverse institutions to offer large-scale chromosomal screening projects that used to be handled by a limited number of entities, such as traditional cytogenetic laboratories. Convenient access of quality and affordable tests can in turn further drive market demands.

By 2024, our products processed to process over 1.2 million samples, with a 7-day report rate exceeding 99.5% and 100% accuracy. Moreover, we introduced chromosomal screening projects in health check-up institutions, promoting public awareness on our services. For instance, we launched the "Family Genetic Risk Screening Program" in renowned health check-up centers in December 2024 assisting a great number of clients with abnormal results discovered genetic risks for the first time.

Furthermore, our products and services allow medical institutions to overcome regional and infrastructure limitations by enjoying cloud-based services, thereby properly addressing previously underserved and/or unserved market needs, including those from residents in remote districts. In addition, as we can effectively support 19 medical imaging modalities (such as chromosomes, CT, MRI, ultrasound and pathology) and address over 90% of clinical medical imaging scenarios, including reproductive healthcare and hematological malignancies, our services managed to break barriers that used to be created by different types of medical images.

With a proven commercialization track record, extensive market coverage, and products and services breaking institutional, geographical, and technical barriers, we are well positioned to drive the intelligent transformation of the medical imaging industry and capture significant growth opportunities.

Strategic leadership with multidisciplinary expertise and a high-quality R&D Team

Our management team is led by Dr. Song Ning (宋寧博士), our founder, Chairman, and CEO, a globally recognized expert at the intersection of medical genetics, computer science, artificial intelligence, and clinical medicine. Dr. Song brings over 20 years of experience in the intersection of clinical education, AI technology and industrialization in medical applications. Dr. Song holds a Ph.D. in Medicine from Nagasaki University (Japan) and a Master's degree in Medical Genetics from Xiangya Medical School, Central South University. He also studied Computer Science at Central South University and pursued medical genetics under the National Education Base of Life Science and Technology (國家生命科學與技術人才培養基地), a program designed to promote interdisciplinary integration and talent development in the life sciences. Additionally, he earned his Bachelor's degree in Bioengineering from Central South University. He studied under Professor Xia Jiahui, a key early figure in modern human and medical genetics in China and a founding figure in Chinese clinical genetics. Dr. Song is currently a professor at the Shanghai Jiao Tong University School and a visiting professor at Nagasaki University. with extensive international research experience and academic achievements in the field.

Under Dr. Song's leadership, our core R&D team developed our Core Product, AI AutoVision®, and the team is entirely in-house. Most of the core team members come from leading universities, research institutions, and industry leaders both domestically and internationally, bringing a global perspective and deep expertise. Our management and R&D efforts are supported by an industry-leading Scientific Advisory Board, whose members are influential experts experienced in artificial intelligence, reproductive healthcare, and genetics. These distinguished advisers hold senior positions in renowned academic institutions, hospitals, laboratories, and

universities, providing invaluable guidance on our strategic direction and business development. Their collective expertise comprehensively covers the core aspects of our business, supporting the continuous advancement of our research and development capabilities.

Our growth is further bolstered by a group of prominent pre-IPO investors, including Hetu No. 6 and Hangzhou Hefu (Meihong Private Equity), Binhai Yuanyi and Tianjin Yuanyi (Yuanyi Investment), and Guozhong Investment, who provide critical support and resources for our strategic development.

OUR STRATEGIES

Accelerating R&D and commercialization of our Core Product, AI AutoVision® and other pipeline candidates

Focusing on providing general intelligent medical imaging products for the upstream and downstream stakeholders in the healthcare industry, hospitals and medical institutions, we are committed to delivering medical imaging software and medical devices, while continuously improving and expanding the portfolio of our medical imaging software and medical devices.

As of the Latest Practicable Date, we have developed a robust and diversified portfolio, covering medical imaging software (including our Core Product, AI AutoVision®), medical devices, reagents and consumables and technology licensing offerings. We intend to accelerate the clinical development and commercialization of our pipeline, particularly our Core Product, AI AutoVision®.

a. ***Core Product: AI AutoVision®.*** We will continue R&D and clinical development of AI AutoVision® after obtaining NMPA approval. We will conduct real-world studies in hospitals across China and internationally, to conduct follow-up studies on the accuracy of AI AutoVision®. Upon its NMPA approval, we will accelerate the commercialization of AI AutoVision® to expand its commercialization in both domestic and international markets. We will continue to explore the potential to further develop and advance AI AutoVision® to address more complex clinical scenarios, with an initial focus on hematological malignancies. These efforts will further enhance the software's efficiency and accuracy in medical imaging diagnostics. Moreover, We intend to advance the R&D, clinical development, regulatory approval and commercialization of AI AutoVision® in the U.S., one of the largest medical device markets globally. In addition to the U.S., subject to the industry landscape and global environment, we may consider to pursue R&D, clinical trials, regulatory registration and commercialization in other key markets, further extending our global footprint.

b. ***Other Medical Imaging Software Products.*** We will continue to develop and commercialize medical imaging software candidates, including Hematocyte Analysis Software, Histopathological Analysis Software, Obstetric Ultrasound Analysis Software and Intelligent Handheld Ultrasound Analysis Software, enhancing our position in the industry. These efforts will focus on creating intelligent medical imaging products for various clinical applications.

c. ***Technology Licensing.*** We will accelerate the development, performance validation and commercialization of our SCTI server, which are designed to meet the growing demand for intelligent medical imaging products in healthcare. We partner with leading chip manufacturers such as H3C (新華三) to develop models with multi-category chip compatibility, ensuring a stable supply chain and mitigating risks of chip shortages. We will continue to innovate and introduce additional model-based products to expand our portfolio.

Continuously enhance and optimize the underlying capabilities of our proprietary iMedImage® technology platform

The iMedImage® foundation model will undergo continuous development to improve its generalization capabilities and reasoning efficiency, enabling it to support a broader range of medical imaging modalities and clinical specialties. We will further improve the computing power of iMedImage® foundation model to process large-scale medical imaging data more efficiently,

while enhancing our cloud service capabilities to support seamless integration and deployment across diverse clinical environments. We also plan to expand iMedImage® foundation model to encompass additional medical imaging modalities, broadening its application across a wider range of clinical scenarios.

To accelerate the intelligent transformation of healthcare, we plan to license the iMedImage® foundation model for localized deployment. We believe this will provide supporting to local medical institutions by addressing the "equipment-rich but capability-poor" challenge in underserved areas. We plan to enable hospitals and medical experts to self-train disease-specific models tailored to their needs.

Promoting our iMed MaaS® platform to participate in the healthcare value chain

We are committed to promoting our iMed MaaS® platform to upstream and downstream participants in the healthcare value chain. Through lowering the barriers to adopting intelligent medical imaging technology, we aim to create a scalable and collaborative solution that drives technology advancement, efficiency and equitable access to healthcare services. In particular, aligned with the national strategy, the "Thousand Counties Project (國家千縣工程)" and policies supporting the deployment of AI medical devices in rural areas, we are dedicated to addressing the unequal distribution of healthcare resources.

Our ultimate goal is to leverage intelligent medical imaging technology to bridge gaps in healthcare delivery, optimize resource utilization, and transform the accessibility of medical services on a global scale. This forms a critical component of our long-term globalization strategy.

Expanding clinical applications of intelligent devices and unlocking new markets with technology licensing

We plan to drive our future growth by expanding the clinical applications of our competitive medical imaging software and medical devices while capturing untapped market opportunities through the delivery of technology licensing. The scarcity and uniqueness of intelligent medical imaging technology in China position us as an active developer in providing technology licensing business to hospitals nationwide. Through collaboration with top-tier hospital and medical institution partners across various fields, we aim to address the growing demand for localized intelligent medical imaging products in hospitals. With our leadership in intelligent medical imaging technology, we intend to capture opportunities in this untapped market. We believe that, this diversified approach ensures sustainable growth, maximizes the value of our products, and strengthens our position within the healthcare chain.

Pursuing strategic partnerships and investment opportunities to accelerate business expansion

We have entered into a strategic partnership with Tencent to integrate our strengths in medical imaging AI with Tencent's expertise in cloud services, modular AI algorithm output capabilities and comprehensive marketing resources. In addition, we plan to establish strategic partnerships with nationwide health checkup centers, medical institutions and leading internet companies. Leveraging these collaborations and shared distribution channels, we will enhance our market coverage and boost the adoption of our intelligent medical imaging products across diverse healthcare settings.

We are targeting international expansion in high-potential regions such as Southeast Asia and Europe. Leveraging our iMed MaaS® platform, we aim to enable the healthcare value chain with AI solutions, driving adoption and creating new growth opportunities in these regions.

Building a multidisciplinary team with expert collaboration and comprehensive training to maintain technological leadership

We are committed to strengthen our AI algorithm and medical research teams by recruiting top-tier talent across artificial intelligence, clinical medicine, genetics and related fields. We believe that, this multidisciplinary approach ensures the seamless integration of advanced intelligent medical imaging technology into medical imaging applications, driving technology advancement and maintaining our leadership in the medical imaging technology. We will deepen our partnerships with top-tier universities and leverage a network of renowned academic advisers and industry

experts. We believe these collaborations will provide invaluable insights into research, clinical applications and intelligent medical imaging healthcare solutions, supporting the continuous advancement of our research and development capabilities. In addition, we intend to develop a layered training system focusing on cultivating expertise in AI and medical imaging at all levels, enabling us to sustain our technological edge and drive long-term growth.

OUR BUSINESS SEGMENTS

During the Track Record Period, we generated revenue primarily from the following business segments:

- **Medical Imaging Software and Medical Devices**. During the Track Record Period, we derived revenue from the sales of medical imaging software and medical devices. The future sales of our Core Product, AI AutoVision® after registration approval will be categorized under this segment.

- **Technology Licensing**. We have commenced commercialization of our technology licensing business since September 2024, where we derived revenue from proving technology licensing business segment by charging clients licensing fees for using our iMedImage® foundation model through iMed MaaS® platform.

- **Analysis and Consulting Services**. In managing this business segment, we derived revenue by charging service fees from our customers, which are mainly hospitals, for providing consulting services based on our analysis of the test results of chromosome karyotyping.

To a lesser extent, during the Track Record Period, we also generated revenue from sales of reagents and consumables and incurred rental income.

The table below sets forth a breakdown of our revenue by business segments for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Medical Imaging Software and Medical Devices	43,900	83.1	40,838	58.0	12,770	65.2	48,678	43.6
Technology Licensing	–	–	19,539	27.8	475	2.4	57,367	51.4
Analysis and Consulting services	6,303	11.9	7,291	10.4	4,454	22.7	3,512	3.1
Others*	2,641	5.0	2,684	3.8	1,889	9.7	2,059	1.9
Total	**52,844**	**100.0**	**70,352**	**100.0**	**19,588**	**100.0**	**111,616**	**100.0**

Note:

* Others primarily represent revenue generated from sales of reagents and consumables and rental income.

OUR PRODUCT PORTFOLIO

We offer a comprehensive intelligent medical imaging products portfolio designed to address clinical applications with significant market potential, including reproductive healthcare and hematological malignancies. As of the Latest Practicable Date, we have developed a robust and diversified portfolio, covering six medical imaging software products (including our Core Product, AI AutoVision®), three medical devices, four key reagents and consumables and two technology licensing offerings. For a pipeline chart summarizing our products and product candidates, see "Summary — Our Product Portfolio".

Medical Imaging Software

Core Product: AI AutoVision®

Overview

Our Core Product, AI AutoVision®, is a self-developed intelligent auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件). The intended indication of AI AutoVision® is chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples. Our iMedImage® medical imaging foundation model serves as the underlying infrastructure supporting the development and future daily usage of our software products by eliminating image noise and bias arising from different hardware and population characteristics based on its ability to extract characteristics in medical images, thereby enabling analysis across scenarios. Leveraging on this ability, AI AutoVision® delivers automated chromosome karyotype analysis on karyotype digital images captured by different optical microscopes. AI AutoVision® applies our self-developed AI algorithm to achieve automatic chromosome segmentation, counting, arrangement and, in particular, case-level abnormalities detection. It is compatible with standard optical microscopes commonly available in the market. As AI AutoVision® is an auxiliary diagnostic software, the final issuance of diagnostic reports remains the responsibility of physicians.

AI AutoVision® demonstrated outstanding performance in clinical trials. The software shortens the analysis and interpretation time from approximately 34.1 minutes to approximately 11.3 minutes per sample, enabling a single physician to process approximately 50 samples per day, increasing from approximately 8 to 12 samples deploying traditional methods. This increase in processing capacity removes the analysis bottleneck and eliminates the waiting queue between sample preparation and analysis. As a result, samples can be analyzed promptly once prepared, reducing the overall reporting cycle. (the total number of calendar days from the date a patient's biological sample is collected to the date the patient receives the final karyotype diagnostic report issued by physicians) from an average of 30 days to just 4 to 7 days, while achieving an analysis accuracy rate exceeding 99%. In head-to-head comparisons with internationally recognized brands such as Zeiss and Leica, AI AutoVision® exhibited significant advantages in key areas, including chromosome segmentation, counting, arrangement and abnormalities detection. It performs automated chromosomal karyotype analysis in the field of reproductive healthcare, including prenatal diagnosis for birth defect prevention, as well as chromosomal karyotype analysis performed during premarital, pre-pregnancy and assisted reproductive examinations, with future applications in hematological malignancies.

We have successfully completed the last subject enrollment of the registrational clinical trial in November 2023, followed by comparative review and analysis performed on medical images deploying traditional methods, AI AutoVision®, and the Gold Standard. We completed the review and analysis of the last subject under the Gold Standard in August 2024, and finalized the clinical trial report in November 2024. We submitted a Class III medical device registration application to the NMPA in May 2025. And received a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA in the same month, making it eligible for expedited regulatory approval process. We expect to receive a Class III medical device registration certificate of AI AutoVision® in the first quarter of 2026. The analytical results of AI AutoVision® are used as reference by trained physicians and shall not be used as the sole basis for clinical diagnosis. Physicians are required to determine whether the case is abnormal and issue the final diagnostic report listing out specific type and locus of the abnormality as well as the karyotype formula.

R&D Efforts

Under the leadership of Dr. Song, our Core Product R&D team, comprising 21 members with extensive experience in medicine, artificial intelligence and other cross-disciplinary fields, has been primarily and consistently engaged in the R&D of AI AutoVision® since 2020. Since then, the team has been dedicated to transforming the general-purpose capabilities of our underlying medical imaging foundation model, iMedImage® (the underlying technology platform of AI AutoVision®), into clinical applications that address pain points in chromosome karyotype analysis. We have obtained ten granted invention patents and one patent application in relation to AI AutoVision®. These patents form a non-substitutable foundation for the R&D of AI AutoVision®. Our Core Product R&D team has focused on developing our proprietary and self-developed iMedImage® medical imaging foundation model and applying this model to the R&D of AI AutoVision®.

- 2020 – 2021: Development of chromosome segmentation and numbering recognition algorithms

Following our initial success in leveraging Convolutional Neural Networks (CNNs) to develop the core medical AI capabilities, we identified the limitations of traditional CNNs in handling common issues in chromosome images such as adhesion, crossing and distortion (non-rigid deformation). To address these challenges, we introduced a Vision Transformer (ViT) architecture into the iMedImage® medical imaging foundation model, the core technical platform of AI AutoVision®, and performed targeted fine-tuning based on the morphological characteristics of chromosome images. This hybrid design effectively addressed two core technical problems, namely "non-rigid deformation" and "fine-grained classification", and laid an intelligent technology foundation for the development of AI AutoVision®.

During this period, we received support from the Zhejiang Provincial Key R&D Program and established a multi-center chromosome image dataset through the collection of high-quality clinical image data from six hospitals across East, Central and South China. We also developed two key algorithmic modules, namely: (a) KaryoDet™ for chromosome instance segmentation (Patent No. 201910780943.3) , which adopts a cascaded rotated-bounding-box detection mechanism to significantly improve segmentation accuracy under chromosome crossing and overlapping scenarios and overcomes the technical bottleneck of accurately separating adherent chromosomes faced by traditional algorithms; and (b) Varifocal-Net™ for chromosome identification and numbering (Patent No. 201910777372.8), which fuses global morphological information and local banding features through a multi-scale "varifocal" mechanism, significantly improving chromosome numbering accuracy in cases with subtle banding differences. These two key algorithmic modules have been integrated into AI AutoVision®, providing a strong technical basis for subsequent algorithm iterations and product feature expansion.

- 2021 – 2022: Core algorithm advancement in multi-task image analysis and structural abnormality recognition

During this period, iMedImage® version 2.0 introduced a unified task representation framework, enabling multi-task image analysis within a single platform, which significantly improved system flexibility and task adaptability. In particular, the "task normalization" of iMedImage® endowed the model with case-level contextual understanding capabilities, which addressed the challenges posed by the diversity and long-tailed distribution of chromosomal structural abnormalities. This technology advancement facilitated the acceleration of the clinical research and early-stage development of AI AutoVision®. On top of this technology advancement, we developed the HomNet™ module for AI AutoVision®, achieving intelligent recognition of chromosomal structural abnormalities, such as translocations and inversions through comparative analysis of homologous chromosome features across different cells. The underlying algorithms were granted two invention patents in China (Patent No. 202210776295.6 and No. 202210776303.7) and a U.S. patent (US 11,436,493 B2: Chromosome Recognition Method Based on Deep Learning).

During the same period, AI AutoVision® successfully completed type testing by the National Institutes for Food and Drug Control. Leveraging its technological advancement and clinical value, AI AutoVision® received the First Prize in Scientific Innovation from the China Birth Defects Prevention and Relief Foundation for its research and application of AI in genetic disease diagnosis.

- Late 2022 – 2025 and beyond: General-architecture upgrades and advancement of clinical validation

From late 2022 onward, we continued to upgrade the iMedImage® foundation model, successively launching versions 3.0 to 4.0, which introduced cross-attention mechanisms and Mixture-of-Experts (MoE) architectures. These upgrades substantially improved model accuracy, computational efficiency and scalability in handling large-volume, thereby enhancing the capability of AI AutoVision® to process large batches of clinical data and provided the technical foundation for the multi-center clinical validation study of AI AutoVision®, enabling AI AutoVision® to meet performance requirements for its Class III medical device registration.

We commenced development of iMedImage® version 5.0 in 2024, which is designed to further evolve into a general-purpose AI infrastructure platform with enhanced semantic understanding and decision-support capabilities. In the initial phase, we established a visual module with a parameter scale exceeding 16 billion and invested constructing systematic algorithmic optimizations focusing on multi-level structure parsing, multi-modal information fusion mechanisms. Through conducting training sessions that involve over 100 million images that cover a broad range of task areas like image segmentation and anomaly detection, we have achieved significant improvement on model's generalization capability and scenario adaptability. It demonstrated strong performance in karyotyping and structural abnormality recognition of digital metaphase images from human bone-marrow cells, supporting the intended indication expansion of AI AutoVision® to karyotype analysis for hematological malignancies using human bone marrow samples.

In 2025, we further expanded parameter scale of iMedImage® to the hundred-billion level, based on which, the complexity and capability of our iMedImage® model has significantly increased across algorithm design, data processing, and system optimization.

Key algorithmic achievements related to AI AutoVision® have been published on leading international academic platforms, including IEEE Transactions on Medical Imaging (2023, 42 (10): 2899–2911, "KaryoNet: Chromosome Recognition with End-to-End Combinatorial Optimization Network")* and ACM KDD 2024 (5317–5328, "Chromosomal Structural Abnormality Diagnosis by Homologous Similarity"), underscoring our internationally recognized technology advancement and research strength in intelligent chromosomal analysis.

In addition, AI AutoVision® passed network-security testing by the Zhejiang Institute for Medical Device Testing (Reports Nos. G20244443 and G20244444). In November 2023, the enrollment and the karyotype analysis using AI AutoVision® of the prospective, multi-center, stratified randomized, crossover, non-inferiority registrational clinical trial were completed, with 1,518 participants across multiple chromosomal abnormality types, validating the clinical safety and effectiveness of AI AutoVision®. The full data statistical analysis and clinical study report were completed in November 2024.

Based on these technological advancements and clinical study results, AI AutoVision® has been recognized as a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA in May 2025, making it eligible for expedited regulatory approval process (the Green Path). According to Frost & Sullivan, as of the Latest Practicable Date, since the adoption of the Green Path, there has been more than ten auxiliary diagnostic software products admitted to the Green Path as innovative medical devices, and none of them have been rejected for approval or failed to register. We submitted a Class III medical device registration application to the NMPA in May 2025 and received the Notice of Acceptance (受理通知書) from the NMPA in June 2025. On June 17, 2025, we conducted an in-person interview with the application reviewer at the office of the Department of Medical Device Registration (醫療器械註冊管理司) of the NMPA (the "**June 2025 NMPA Communication**"), who is the competent person to address our inquiries according to our PRC Legal Adviser , where we got verbal confirmation from NMPA that, as long as the application materials meet the necessary requirements, there are no substantial obstacles to our product registration. AI AutoVision® passed the quality-system on-site audit in July 2025. An expert consultation meeting at the NMPA Evaluation Center has been successfully convened on September 24, 2025. We received the 2025 October Notice on October 31, 2025, where the NMPA requested us to enhance textual description and supplement certain documentation to previous submission, all of which are of administrative and procedural nature, without raising any explicit questions indicating any substantial concerns on the product registration of AI AutoVision® upon reception of all requested supplemental material and updates in its entirety. We submitted all required supplemental materials in January 2026. We expect to receive a Class III medical device registration certificate in the first quarter of 2026.

On December 17, 2025, we made the December 2025 NMPA Communication through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA, where we got verbal confirmation from NMPA that, all requests in 2025 October Notice have been satisfied and NMPA has no objection to granting registration approval of AI AutoVision® with only procedural and/or administrative nature remaining outstanding. In addition, we are under further research and development of AI AutoVision® to expand its intended use to karyotype analysis for hematological malignancies using human bone marrow samples. On November 24,

2025, we made a consultation through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA and received verbal confirmation that such indication expansion of AI AutoVision® is required to conduct clinical trials.

How It Works

Chromosome karyotype analysis is a critical medical imaging method for birth defects and genetic disorders, recurrent miscarriages and hematological malignancies in the field of reproductive healthcare, hematopathology and radiological protection in current clinical practice. Chromosomes are optimally visualized in metaphase digital images. In traditional chromosome karyotyping analysis, physicians must manually examine thousands of chromosome images to determine whether the chromosome number and structure of each cell in a sample are normal, often requiring the analysis of hundreds of cells per sample. As a result, traditional average reporting cycle typically takes approximately 30 days. Reporting cycle refers the total number of calendar days from the date a patient's biological sample is collected (for example, peripheral blood or amniotic fluid, counted as Day 1) to the date the patient receives the final karyotype diagnostic report issued by physicians (Day N). A typical chromosome karyotyping workflow includes both biological and analytical stages:

(a) Biological process (time-spending not compressible):

- Cell culture: approximately three days for peripheral blood samples and 5 to 9 days for amniotic fluid samples, depending on cell growth conditions.

- Cell harvesting, slide preparation, staining and microscopic scanning: approximately one day.

These upstream procedures have already been standardized and can be performed manually or with automated sample-processing and imaging equipment. Such optical microscopes with integrated imaging functionality have long been widely applied in pathology, cytology, and other diagnostic disciplines, representing a mature and commercially available technology in the market.

(b) Analytical process (time-spending can be optimized):

- Analysis and interpretation: physicians perform chromosome segmentation, identification, arrangement and diagnostic interpretation on each case. This step occupies the majority of the traditional reporting cycle, and it is the focus of our AI AutoVision®.

- Report review: senior physicians verify, review and issue the diagnostic report.

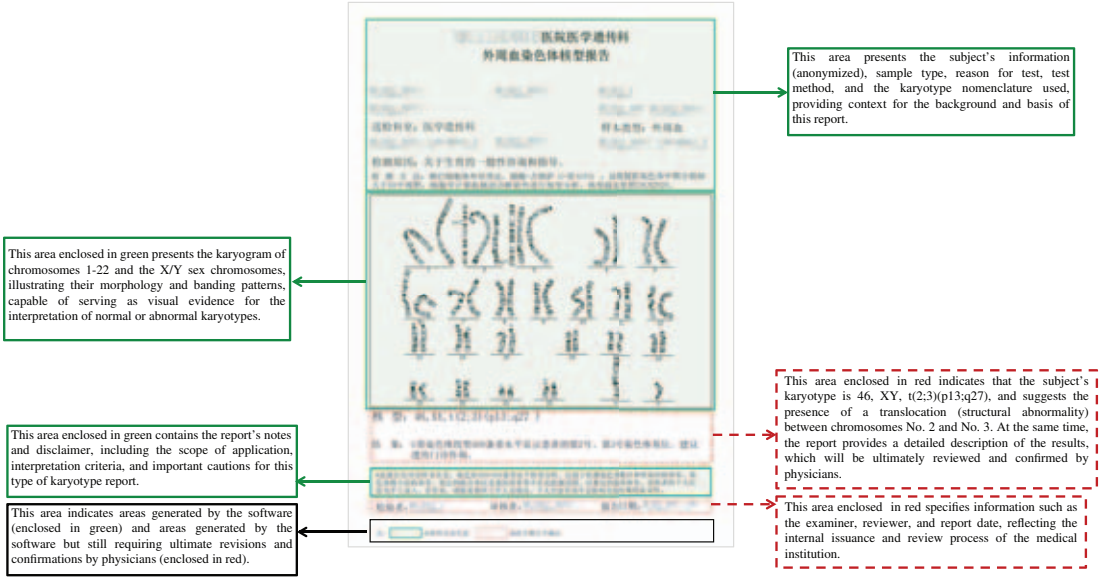
Once digital metaphase images are obtained, the process enters the analysis stage. Under traditional methods, this stage relies heavily on manual human–computer interaction to perform chromosome segmentation, counting, arrangement, abnormality recognition, writing of the karyotype formula and preparation of the final report.

Due to limited automation level of traditional software, physicians must spend substantial time on manual segmentation and correction during the analysis and interpretation stage. Clinical trial data show that under the traditional workflow, a physician requires approximately 32 minutes (median) to complete the analysis of a single sample, thereby handling only 8 to 12 samples per day. In medium-sized and large hospitals, daily testing volumes usually reach 50 to 70 cases, resulting in significant sample backlogs before analysis. The resulting backlog of unprocessed samples before analysis significantly lengthens the reporting cycle to approximately 30 days, largely due to queuing and waiting time rather than biological processing time.

To address these technological bottlenecks, we self-developed AutoVision® and AI AutoVision®, to enhance the efficiency and intelligence of the analytical stage. AutoVision® automates chromosome segmentation and recognition, accelerating overall analysis. AI AutoVision®, which was self-developed based on our proprietary iMedImage® foundation model, achieves substantial intelligent enhancement across the entire karyotyping workflow, offering

one-click intelligent chromosome segmentation, counting, and classification, together with case-level abnormality prompting and decision-support functionality. AI AutoVision® shortens the analysis and interpretation time from approximately 34.1 minutes to approximately 10 minutes (median) per sample, enabling a single physician to process approximately 50 samples per day, increasing from approximately 8 to 12 samples deploying traditional methods. This increase in processing capacity removes the analysis bottleneck and eliminates the waiting queue between sample preparation and analysis. As a result, samples can be analyzed promptly once prepared, allowing the overall reporting cycle to be reduced to 4 to 7 days, consisting primarily of the biological process and necessary report review.

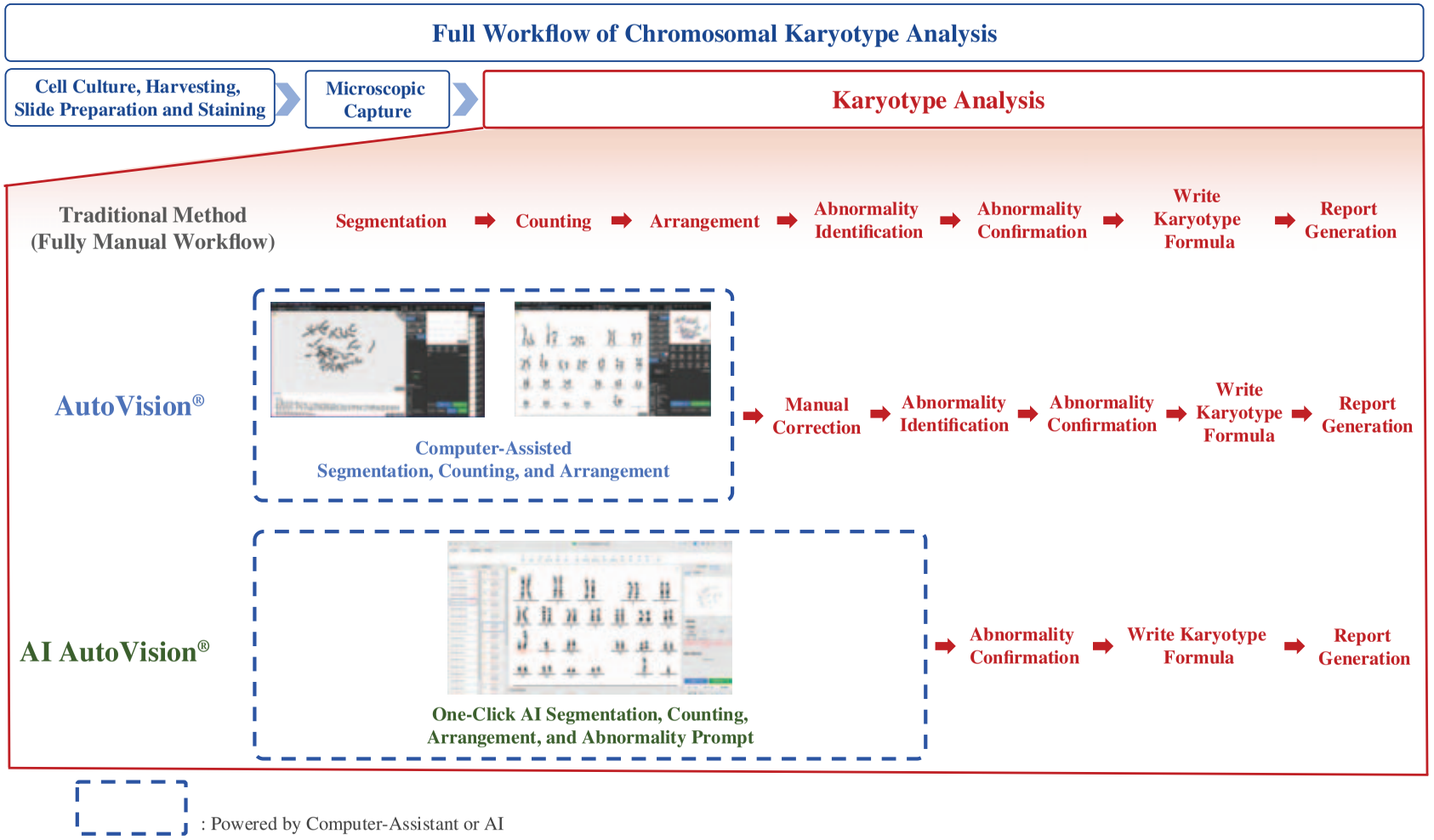
The following sample is a real report generated by AI AutoVision® for illustrative purposes, with the subject's information anonymized.



AI AutoVision® is expected to be the first software globally to achieve intelligent automatic identification of chromosomal abnormalities upon obtaining NMPA approval. As a software product, AI AutoVision® will be delivered to customers as part of a customized computer pre-installed with the software. In terms of physical components, we deliver AI AutoVision® in software installation disc form with USB security authentication key.

There are three logical components for our AI AutoVision®, namely, (i) user login interface module that facilitates user authentication and access control, ensuring secure and authorized usage; (ii) main interface module that includes core functionalities such as case import/export, case management, case image management, automated analysis, report management, parameter configuration and abnormality prompts; and (iii) analysis interface module that provides advanced tools for manual analysis, report management, case image management, chromosome segmentation and counting, chromosome analysis and arrangement and detection of chromosomal numerical or structural abnormalities.

The product workflow of our AI AutoVision® follows a systematic process to enhance the efficiency of chromosome karyotype analysis on digital images captured by optical microscopes. The following diagram illustrates the major step of the workflow of our AI AutoVision®:



- ***Import Case Data:*** Users import chromosome digital images captured by optical microscopes from patient cases into the software for processing. Microscopes with imaging functions have long been widely used in pathology, cytology and other diagnostic disciplines, and are considered mature products with abundant commercial availability.

- ***Image Optimization:*** Using our self-developed digital image enhancement Algorithm OptimalAG™, AI AutoVision® is able to enhance the banding texture details of chromosomes while suppressing background artifacts and noise, thereby generating input images with richer structural information for subsequent segmentation modules.

- ***Chromosome Segmentation and Counting:*** using our self-developed instance segmentation algorithm KaryoDet™, AI AutoVision® enables the extraction of refined boundaries of individual chromosomes to achieve accurate chromosome separation, segmentation and enumeration.

- ***Chromosome Identification and Arrangement:*** Using our self-developed fine-grained classification algorithm Varifocal-Net™, AI AutoVision® automatically identifies and arranges chromosomes in accordance with the International System for Human Cytogenomic Nomenclature (ISCN), performing automated chromosome numbering (chromosomes 1–22, X and Y) and polarity recognition (short arm p/long arm q orientation).

- ***AI-Assisted Prompts for Chromosomal Abnormalities:*** Using our self-developed case-level anomaly recognition algorithm HomNet™, AI AutoVision® assists physicians in the identification of structural abnormalities such as chromosomal translocations and inversions at the case-level, providing interpretive support for clinical cytogenetic analysis.

Market Opportunities and Competition

AI AutoVision® has broad clinical applications, including preconception screening, assisted reproduction, pre-pregnancy diagnosis, genetic disease testing and the diagnosis and treatment of hematological malignancies. With the rising incidence of birth defects, genetic disorders and hematological tumors, alongside the growing demand for more efficient and accurate diagnostic tools, we believe AI AutoVision® is poised for significant market development opportunities.

Chromosomal abnormalities, including numerical and structural variations, are a leading cause of infertility, recurrent miscarriage, birth defects and hematological malignancies, creating a substantial market need for automated, reliable and high-throughput karyotype analysis solutions. Chromosome karyotype analysis system market in China was RMB165.9 million in 2024 and is expected to reach RMB2,037.9 million by 2030, at a CAGR of 51.9%. The chromosome karyotype analysis system is mainly used in the fields of reproductive healthcare, hematopathology and radiological protection, among which reproductive healthcare accounts for the highest proportion, reaching approximately 66.7% in 2024. Hematopathology and radiological protection account for approximately 21.3% and 12.0% respectively, in 2024.

Birth Defects and Genetic Disorders: The total number of newborns in China reached 9.5 million in 2024. In China, there were about 307.8 million women of reproductive age in 2024. Globally and within China, an estimated 20% of couples of reproductive age are affected by infertility. The prevalence of infertility couples has increased over the past few years. The number of infertility couples in China rose from 56.1 million in 2019 to 59.9 million in 2024. The overall birth defect rate in China is approximately 5.6%, encompassing over 8,000 different types of conditions, with chromosomal abnormalities accounting for approximately 80% of these cases.

Recurrent Miscarriages: Recurrent miscarriage affects an estimated 5% of women of reproductive age in China, and women with a history of recurrent miscarriage face a 70%-80% risk of spontaneous miscarriage in subsequent pregnancies. Chromosomal abnormalities are one of the most critical factors contributing to recurrent miscarriage, with approximately 60% of spontaneous miscarriages linked to chromosomal abnormalities.

Hematological Malignancies: For hematological diseases, the incidence of hematological malignancies in China has been steadily increasing from 186.3 thousand cases in 2019 to 204.8 thousand cases in 2024. During the diagnosis and treatment of hematological tumor patients, bone marrow aspiration and biopsy serve as the core diagnostic procedure throughout the entire process of diagnosis, treatment, and follow-up. In the diagnostic phase, 1 to 2 biopsies are typically required. In the early stage of treatment, biopsies are needed every 1 to 2 months. After the treatment stabilizes, biopsies are performed every 3 to 6 months. Throughout the entire treatment process, the number of biopsies may exceed ten times. During the follow-up period, patients still need to undergo 1 to 2 biopsies annually, which may continue for life. Chromosome karyotype analysis, as a standard diagnostic tool in hematological malignancies, plays a crucial role in disease diagnosis, treatment planning, and prognosis evaluation.

Since its development in the mid-20th century, karyotype analysis has been globally recognized as the "Gold Standard" in cytogenetics. However, this technology has traditionally relied heavily on manual operations, which are time-consuming and subject to operator variability. AI AutoVision® addresses these challenges with automation capabilities, including chromosome segmentation, counting, arrangement, and abnormalities detection. These features significantly reduce the workload of laboratory personnel, enhance the consistency and accuracy of diagnostic results, and accelerate clinical decision-making to meet growing clinical demands.

Key Advantages

Our AI AutoVision® has the following advantages:

- ***Faster — Speed and Efficiency.*** AI AutoVision® automates critical steps in the karyotyping workflow, including chromosome segmentation, counting, analysis, and arrangement. By replacing manual operations, the software significantly accelerates diagnostic turnaround times. Clinical data indicates that the software allows institutions to achieve a more than 3-fold increase in testing throughput without additional staffing. Furthermore, by optimizing the analysis workflow, AI AutoVision® facilitates a reduction in the average reporting cycle from approximately 30 days to 4 to 7 days, enabling faster delivery of results to patients and enhancing overall service capacity to meet growing diagnostic demands.

- ***Smarter — Advanced Intelligent Capabilities.*** Powered by our proprietary iMedImage® foundation model, AI AutoVision® utilizes deep learning algorithms to minimize human intervention and enhance diagnostic precision. In a multi-center clinical trial, the software demonstrated high-performance metrics. The software significantly decreases human-machine interaction by reducing physician's mouse clicks per case to dissect and rearrange chromosome, and features an intelligent alert function that automatically flags suspected abnormal cases for prioritized review. This allows clinicians to focus on critical diagnoses, facilitating early intervention and improving patient outcomes.

- ***More Consistent — Standardized and Reliable Results.*** AI AutoVision® standardizes the diagnostic process, effectively mitigating variations arising from operator experience or expertise. With the software's assistance, physicians of all experience levels achieved 100.00% accuracy in identifying chromosomal abnormalities, surpassing the traditional manual accuracy range of 80.37% to 100.00%. A clinical study further demonstrated significant efficiency improvements across different skill levels, with junior doctors achieving a 6.6-fold improvement and senior doctors achieving a 4.1-fold improvement. This standardization helps bridge the diagnostic gap between primary care institutions and specialized centers, promoting equitable access to high-quality diagnostics.

- ***Broad Compatibility — Seamless Integration.*** The software is designed for high interoperability with existing laboratory infrastructure. AI AutoVision® is compatible with major commercially available chromosome karyotype imaging devices and standard optical microscopes, supporting cross-platform image data management. It focuses specifically on solving challenges associated with the analytical process of the chromosome karyotype analysis, with readily prepared digital metaphase images as inputs. The automated generation of such images through scanning or photography is a mature process widely popularized within the medical imaging industry. By connecting

seamlessly with existing scanning devices, the software eliminates the need for significant hardware replacement. This compatibility minimizes capital expenditure for medical institutions adopting the technology, reduces the costs associated with software upgrades, and optimizes overall resource allocation.

We plan to sell our AI AutoVision® by providing clients with computer devices with pre-installed software, instead of only offering them copies of AI AutoVision® software. In this way, we are able to ensure clients enjoy designed functionality with quality results by using customized computers where we implement hardware specification design with a focus on strong calculating capacity and stable performance under long working hours conditions.

The pictures below illustrates the product design and interface of our AI AutoVision® software and overlook of the accompanied computer device.

Significant advancements from AutoVision®

The following table sets forth a comparison of AI AutoVision® and AutoVision®:

	AI AutoVision®	AutoVision®
Registration category	Class III medical device	Class II medical device
Product name	an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件)	Chromosome analysis software (染色體分析軟件)
Underlying technology	It is developed based on our proprietary iMedImage® medical imaging foundation model, which applies intelligence algorithms.	It is developed based on traditional, rule-based digital image processing technologies

	AI AutoVision®	AutoVision®
Intended use	AI AutoVision® is designed for chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples.	AutoVision® is a computer-aided chromosome analysis software designed to support preliminary image-processing operations, analysis and archiving of digital metaphase chromosome images captured by optical microscopes.
Functions	It delivers automated chromosome karyotype analysis. AI AutoVision® applies our self-developed AI algorithm to achieve automatic chromosome segmentation, counting, arrangement and, in particular, case-level abnormality detection. • **AI-assisted prompts**. Chromosomal abnormalities get automatically detected and reported to physicians. • **Image classification.** It utilizes a deep learning model to enable intelligent analysis of fine-grained, multi-scale texture features, efficiently distinguishing chromosomes with subtle morphological differences. • **Abnormality detection.** It incorporates specialized algorithms for case-level contextual analysis and homologous chromosome comparison, enabling the identification of both numerical abnormalities (such as trisomy and monosomy syndromes) and structural abnormalities (such as translocations, inversions and deletions).	AutoVision® supports automatic chromosome cutting and arrangement. It functions only as a digital image processing tool, without case-level reasoning capabilities, and cannot send prompts to physicians regarding abnormalities.

AI AutoVision® and AutoVision® are two distinct medical devices.

- As verbally confirmed by the NMPA during our on-site face-to-face consultation with the Department of Medical Device Registration of the NMPA on June 17, 2025, AI AutoVision® is classified as a distinct Class III medical device by the NMPA. Such classification was determined based on the fact that our AI AutoVision® contribute to clinical diagnosis by promptly notifying physicians chromosomal abnormalities upon identification, all of which are completed through AI-backed functional modules. In designing Class III medical device registrational clinical trial for AI AutoVision®, distinctive sample size, enrollment methods, analytical approaches, evaluation metrics and statistical methods have been adopted to rigorously validate the products' safety and efficacy. Such design fully complies with the requirements of the *Good Clinical Practice for Medical Device Clinical Trials* and the *Guidance for Registration Review of Artificial Intelligence Medical Devices*, as well as other relevant laws and regulations.

- On the other hand, AutoVision®, a Class II medical devices, is exempted from clinical trials, according to relevant requirements set out in the *Administrative Measures on the Registration of Medical Devices* (2014 version), which stipulates that a clinical trial is not required if the safety and effectiveness of the product can be demonstrated through analysis of data generated from clinical trial or clinical use of products of the same kind.

In particular, leveraging our iMedImage® foundation model and proprietary AI algorithms, AI AutoVision® achieved improved one-click chromosome segmentation, counting and arrangement compared to AutoVision®. It demonstrated a one-click segmentation recognition accuracy of over 99%, sensitivity and specificity exceeding 95% in clinical trial. AI AutoVision® is expected to be the first in the world, upon obtaining NMPA approval, to flag diagnostic prompts for chromosomal abnormalities, according to Frost & Sullivan.

Furthermore, our AI AutoVision® underscores our leadership in AI-driven medical imaging and thus possesses strategic value proposition for our business development. AI AutoVision® eligible for an expedited regulatory approval process in accordance with the *Special Procedures for Examination and Approval of Innovative Medical Devices* (創新醫療器械特別審查程序) (the "**Green Path**") in China. Under the S*pecial Review Procedure for Innovative Medical Devices*, eligibility for the Green Path applies to products that: (i) have a core working principle or mechanism of action that is the first of its kind in China, (ii) demonstrate a fundamental improvement in performance or safety compared with similar products, (iii) are technologically at an internationally leading level, and (iv) have significant clinical application value. As such, the NMPA's approval for AI AutoVision® to be admitted into the Green Path confirms that the product has a domestically original core technology, fundamentally improved performance, and internationally advanced technological capabilities. In May 2025, after expert review by the NMPA, AI AutoVision® was admitted into the Green Path, which demonstrated that NMPA has recognized the product's core working principle or mechanism as first-of-its-kind in China, its performance or safety has achieved fundamental improvements over comparable products (including AutoVision®), and it is technologically at an internationally advanced level, and that it possesses significant clinical value.

Summary of Registrational Clinical Trial Results of AI AutoVision®

Overview. This clinical trial is a prospective and retrospective, multi-center, stratified randomized, crossover, "gold standard" controlled, non-inferiority study designed to evaluate the safety and efficacy of the chromosome karyotyping auxiliary diagnostic software, AI AutoVision®, for human chromosome karyotype analysis on digital images of chromosome in peripheral blood and amniotic fluid samples captured by optical microscopes. Such microscopes with imaging functions have long been widely used in pathology, cytology and other diagnostic disciplines, and are considered mature products with abundant commercial availability in the market. We are the sponsor of the trial. As a sponsor, we are mainly responsible for (i) organizing and funding of the study, (ii) selecting qualified sites and investigators, (iii) providing investigational medical devices for trial use, (iv) obtaining ethical and regulatory approvals, (v) provision of training to relevant personnel, (vi) monitoring trial progress and safety, (vii) managing trial-related documentation, and (viii) reporting safety events and trial outcomes to authorities. The trial has been completed and the clinical trial report has been finalized and submitted to the NMPA.

Trial design. A total of 1,518 participants were enrolled in the trial. Eighteen participants were excluded due to reasons such as inadequate sample quality, incomplete examinations or voluntary withdrawal. Participants must fulfill the following criteria to be enrolled: (i) patients requiring chromosomal karyotype analysis, with no restrictions on age or gender; and (ii) patients (or their guardians) who understand the study purpose, demonstrate sufficient compliance with the protocol, and can provide signed informed consent.

Participants meets any of the following criteria will be excluded: (i) those who have received allogeneic blood transfusion, transplantation, or allogeneic cell therapy within the past year: (ii) those who have participated in other interventional clinical trials within the past month; and (iii) any other condition deemed inappropriate for participation by the investigator in the interest of the patient.

As AI AutoVision® is a medical device with no equivalent approved products available in the market. Therefore, the trial employed a stratified block randomization, crossover design with a "gold standard" control to evaluate the performance of AI AutoVision® by comparing AI AutoVision® analysis to traditional manual analysis using widely adopted manual processing software from internationally recognized brands (Zeiss and Leica). The control software used in the clinical trial was selected in accordance with the Key Considerations for the Technical Review of Deep Learning–Assisted Decision-Making Medical Device Software (《深度學習輔助決策醫療器械軟件審評要點》), which recommends that clinical studies "preferably adopt a non-inferiority design using products of the same type or established clinical reference standards (i.e., the clinical gold standard)" as controls. Accordingly, we selected Zeiss and Leica software, both of which together held a market share exceeding 90% in 2021, one year prior to the commencement of the clinical trial, as the control group products.

The study established non-inferiority, superiority (effectiveness) and automated analysis endpoints to comprehensively assess AI AutoVision®'s performance. The primary objective was to assess the safety and effectiveness of AI AutoVision® for human chromosome karyotype analysis on digital metaphase images captured by optical microscopes. The primary endpoints of this trial are to enroll a sufficient number of participants and complete observation and assessment for all subjects, collecting data that enables comprehensive evaluation of the safety and effectiveness of the investigational product. The primary non-inferiority endpoints include karyotype analysis sensitivity, patient sensitivity and patient specificity, using AI AutoVision® is accurate and stable compared to traditional manual analysis. The superiority (effectiveness) endpoint is the analysis time using AI AutoVision® is faster than using traditional manual analysis. The safety evaluation indicators include adverse event incidence rate and device defect rate.

The design of the study, including the selection of traditional manual analysis as the control group, is made in accordance with the Guiding Principles for the Clinical Evaluation and Registration Review of AI-Assisted Detection Medical Devices (Software) (《人工智能輔助檢測醫療器械(軟件)臨床評價註冊審查指導原則》).

Trial status. The trial was initiated in October 2022 at three clinical institutions. The trial enrolled first participant in January 2023 and completed in November 2023.

Trial results. The results of this trial demonstrated that AI AutoVision® achieved high accuracy and effectiveness under independent automated analysis conditions. AI AutoVision® demonstrated exceptional performance in independent analyses, achieving automated analysis accuracy rates exceeding 99%. Even in the absence of researcher involvement during karyotype analysis, AI AutoVision® consistently delivered high-quality automated analysis, demonstrating strong independent diagnostic capabilities that meet clinical efficacy requirements. Exploratory analyses further validated the clinical performance of AI AutoVision®. At the patient level, AI AutoVision® showed excellent diagnostic capabilities for automated karyotype analysis, with sensitivity, specificity, and overall diagnostic accuracy all exceeding 95%, effectively addressing the practical needs of clinical auxiliary diagnostics. In comparisons with "gold standard", the use of AI AutoVision® revealed no statistically or clinically significant differences in key efficacy metrics, which demonstrates that the auxiliary analysis provided by AI AutoVision® is stable and accurate, highlighting its potential as a viable alternative for clinical use.

No adverse events (AEs) or serious adverse events (SAEs) occurred during this clinical trial. No device defects were identified in this clinical trial, demonstrating the stable performance and reliable quality of AI AutoVision®.

Key findings include:

(i) ***Significantly higher analytical efficiency than traditional manual methods.*** During the clinical trial, a systematic comparative evaluation was conducted to assess the difference in time required for physicians to complete chromosomal karyotype analysis using (a) traditional software products (Tradition + Dr.) versus (b) the AI AutoVision®-assisted analysis mode (AI + Dr.).

Results showed that, on average, physicians using traditional software required approximately 34.1 minutes to complete the karyotype analysis and interpretation when physician using AI AutoVision®, the average analysis time was significantly reduced to approximately 11.3 minutes,

representing nearly a threefold increase in efficiency. These findings demonstrate that AI AutoVision® substantially reduces repetitive manual operations, alleviates physicians' workload, and increases the laboratory's sample-processing capacity and overall operational efficiency, indicating strong clinical application value.

(ii) ***Abnormal-case prompting function enhances diagnostic timeliness.*** Without manual intervention, AI AutoVision® automatically identify and prompt suspected abnormal cases to physicians for prioritize review. This enables early analysis, early detection and early confirmation of abnormal cases.

Clinical trial results demonstrated that the automatic abnormal-case prompting function achieved sensitivity and specificity above 95%, illustrating its effectiveness in improving abnormal-sample identification and enhancing diagnostic timeliness and responsiveness, thereby supporting fast clinical decision-making and intervention. Clinical trial results demonstrated that the product achieved 100.00% sensitivity and 100.00% specificity in the detection of numerical abnormalities, and 94.05% sensitivity and 100.00% specificity in the detection of structural abnormalities.

(iii) ***Analytical accuracy consistent with expert ("gold-standard") review.*** Compared with the "gold-standard" diagnoses established by expert cytogenetic reviewers, the analytical results obtained using AI AutoVision® (AI + Dr.) were statistically consistent, showing no significant difference in diagnostic accuracy. This demonstrates that while significantly improving efficiency, AI AutoVision® also maintains high diagnostic accuracy and consistency, meeting standards for clinical application.

Material Communication, Development Plan and Next Steps

China

As confirmed by the NMPA, AI AutoVision® is not included in the "*Catalogue of Class III Medical Devices Requiring Clinical Trial Approval,*" therefore, prior approval from the NMPA or other regulatory authorities to conducting clinical trials is not required. We completed the record filings (備案) for the registrational clinical trial for AI AutoVision® in January 2023, with Zhejiang MPA pursuant to Article 26 of the Regulations on Supervision and Administration of Medical Devices (《醫療器械監督管理條例》). We have followed the protocol filed with Zhejiang MPA throughout the whole clinical trial process. We initiated the registrational clinical trial for AI AutoVision® on human subjects in October 2022. We have successfully completed the last subject enrollment of the registrational clinical trial in November 2023, followed by comparative review and analysis performed on medical images deploying traditional methods, AI AutoVision®, and the Gold Standard. We completed the review and analysis of the last subject under the Gold Standard in August 2024, and finalized the clinical trial report in November 2024.

Subsequently in December 2024, we filed submission for the "Class III Innovative Medical Device (三類創新醫療器械)". We received a request from the NMPA for supplemental information in January 2025 and submitted the required materials in February 2025. Given its technology advancement and significant clinical trial validated clinical value, AI AutoVision® has been recognized as a "Class III Innovative Medical Device" by the NMPA in May 2025, making it eligible for an expedited regulatory approval process in accordance with the *Special Procedures for Examination and Approval of Innovative Medical Devices* (創新醫療器械特別審查程序) in China (the "**Green Path**"). See "Regulatory Overview — Laws and Regulations Relating to Medical Devices — Registration and Filing of Medical Device Products" and "— Special Procedures for Examination and Approval of Innovative Medical Devices."

We have completed the clinical trial required by the NMPA for the submission of a Class III medical device registration application. We submitted a Class III medical device registration application to the NMPA in May 2025. We received the Notice of Acceptance (受理通知書) from the NMPA in June 2025, which formally acknowledges the acceptance of the registration application by the NMPA and signifies that the NMPA is of the view that the application meets its formal requirements, being complete and suitable for review.

On June 17, 2025, we conducted an in-person interview with the application reviewer at the office of the Department of Medical Device Registration (醫療器械註冊管理司) of the NMPA (the "**June 2025 NMPA Communication**"), who is the competent person to address our inquiries according to our PRC Legal Adviser, where we got verbal confirmation from NMPA that, as long as the application materials meet the necessary requirements, there are no substantial obstacles to our product registration. On October 31, 2025, we received the 2025 October Notice, where the NMPA demands us to enhance textual description and supplement certain documentation to previous submission, all of which are of administrative and procedural nature, without raising any explicit questions indicating any substantial concerns on the product registration of AI AutoVision® upon reception of all requested supplemental material and updates in its entirety. In particular, the NMPA's requests in the 2025 October Notice mainly demand supplemental materials that can enhance clarity and completeness of relevant files, including further specifying the algorithm and training strategy, offer additional details on stratified statistical analysis results, further clarifying software safety level, further enhancing risk management documentation, supplementing the labeling and instructions for use of relevant products, as well as improving presentation of the clinical evaluation materials by further standardized and statistically refined relevant analysis based on existing clinical trial data in previous submission.

On December 17, 2025, we made the December 2025 NMPA Communication through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA, where we got verbal confirmation that, all requests in 2025 October Notice have been satisfied and NMPA has no objection to granting registration approval of AI AutoVision® with only procedural and/or administrative nature remaining outstanding. We submitted all required supplemental materials in January 2026, and expect to obtain Class III medical device registration certificate for AI AutoVision® in the first quarter of 2026. As of the Latest Practicable Date, as stipulated in the June NMPA Communication and December NMPA Communication, the NMPA has no objections toward the registrational approval of AI AutoVision®.

According to Frost & Sullivan, since the adoption of the *Special Procedures for the Examination and Approval of Innovative Medical Devices* by the NMPA, as of the Latest Practicable Date, there has been more than ten auxiliary diagnostic software products admitted to the Green Path as innovative medical devices, and none of them have been rejected for approval or failed to register.

According to Article 54 of the *Measures for the Administration of Registration and Record-Filing of Medical Devices* (醫療器械註冊與備案管理辦法), if the technical evaluation agency requires an applicant to supplement and/or correct the materials during the technical evaluation process, the technical evaluation agency shall stipulate all the contents that need to be supplemented and/or corrected in one go. The applicant shall provide supplementary materials in one go in accordance with the requirements of the supplementation and correction notice within one year after receiving the notice. After receiving the supplementary materials, the technical evaluation agency will complete the technical evaluation within the prescribed time limit (60 days).

Based on the foregoing, we believe that the NMPA had set out all supplemental material requirements in the 2025 October Notice. We expect to submit all requested supplemental materials in response to the 2025 October Notice in January 2026, upon completion of which, the NMPA is obligated to complete the evaluation process within 60 days as required by the *Measures for the Administration of Registration and Record-Filing of Medical Devices*.

The on-site face-to-face consultation with the NMPA during the June 2025 NMPA Communication has confirmed that: (i) the vast majority of innovative medical devices admitted to the Green Path have successfully completed the registration process, with a high success rate in the AI-based medical devices; and (ii) medical devices admitted to the Green Path are eligible for a faster regulatory approval process than that of a standard medical device; as long as the application materials meet the necessary requirements, there are no substantial obstacles to product registration. As of the Latest Practicable Date, we have not received any objections from the NMPA or any other competent authority since the submission of registration application.

Based on the above facts and the confirmations from June 2025 NMPA Communication, our PRC Legal Adviser is of the view that, as of the Latest Practicable Date, the NMPA had not raised any objections or material concerns toward the registrational approval of AI AutoVision®, with only procedural and/or administrative matters remaining outstanding.

Pursuant to the *Regulations for the Supervision and Administration of Medical Devices* (《醫療器械監督管理條例》), a holder of the medical device registration certificate (the "Registrant") is required to comply with post-marketing supervision and management obligations throughout the entire life cycle of an approved medical device. Accordingly, upon obtaining NMPA approval of AI AutoVision®, it is expected that we will be subject to standard post-market requirements generally applicable to medical devices, including:

- **Continuous compliance of quality management requirements:** We will be required to maintain effective operation of our quality management system in accordance with the *Good Manufacturing Practice for Medical Devices* (《醫療器械生產質量管理規範》) and its *Appendix for Stand-Alone Software* (《獨立軟件》附錄). These requirements cover all post-marketing activities from software design, development, testing to release. We will be required to ensure that the approved product's quality remains consistent with that at the time of registration approval, and will be subject to regular supervisory inspections and spot checks by regulatory authorities.

- **Adverse event monitoring and re-evaluation:** We will be required to establish and operate a medical device adverse event monitoring system to proactively collect, analyze and report to the competent authority any suspected adverse events that may occur during clinical use of the approved product. We will be required to conduct periodic post-marketing risk evaluations, continuously monitor the clinical use-related risks of the approved product, and prepare *Periodic Risk Evaluation Reports* (《定期風險評價報告》) to be submitted to the authority as required.

- **Full life-cycle software management:** In light of the characteristics of AI software, we will be required to implement post-commercialization change-control management to distinguish between major and minor software updates. For major updates (such as those involving algorithm architecture or core functional changes), we will be required to apply for a registration variation in accordance with applicable regulations; for minor updates (such as general bug fixes or security patches), we will be required to perform product verification and maintain corresponding records for filing.

Other than standard post-commercialization requirements, as the registration application is still under review, we are not aware as of any other pre- and post-commercialization commitments, conditions and requirements imposed on AI AutoVision® as of the Latest Practicable Date.

Chromosomal karyotype analysis is the gold-standard technique for identifying various hematological diseases, such as subtypes of leukemia and myelodysplastic syndromes. Chromosome images derived from bone marrow samples are typically shorter in length and exhibit denser banding patterns under an optical microscope compared to chromosome images derived from peripheral blood and amniotic fluid samples. Following standard G-banding, slide preparation and staining, such images display distinctive morphological features compared with those obtained from peripheral blood and amniotic fluid samples. As a result, the algorithms used for automated analysis of bone marrow chromosomes must undergo re-training and optimization.

Pursuant to the *Guideline on the Review of Registration for Artificial Intelligence Medical Devices* (《人工智能醫療器械註冊審查指導原則》) issued by the NMPA, any algorithm re-training that replaces the original training dataset with a completely new dataset for algorithm development constitutes a major algorithm-driven software update. In such circumstances, it is required to carry out corresponding verification and validation activities, including algorithm performance assessment and clinical evaluation, to ensure the safety and effectiveness of the medical device with updated algorithm.

As verbally confirmed during the consultation through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA on November 24, 2025, the proposed expansion of AI AutoVision® to karyotype analysis for hematological malignancies using human bone marrow samples is considered an indication expansion, which would constitute a change of the registration certificate and require further registrational clinical trials by the NMPA. Since the current clinical dataset does not include bone marrow samples, we will be required to conduct a new clinical trial that incorporates such sample type in order to expand the medical device registration certificate to include the intended indication. The planned clinical trial for the intended expansion of AI AutoVision® will adopt a prospective, multi-center study design, enrolling patients with hematological malignancies. The primary objective will be to

evaluate the safety and effectiveness of AI AutoVision® in hematological malignancies, using digital images from human bone marrow samples. The detailed clinical protocol, including site selection and specific assessment criteria, will be developed collaboratively with participating clinical institutions and academic initiation.

As of the Latest Practicable Date, we expected to initiate registrational clinical trial for this expansion of indication in the second half of 2026, submit the indication expansion application to the NMPA in the second half of 2027, and obtain NMPA approval by December 2028.

As of the Latest Practicable Date, the Company has not conducted any further communication with the NMPA in relation to specific schedule in this regard.

Pursuant to the Measures for the Administration of Registration and Record-Filing of Medical Devices (《醫療器械註冊與備案管理辦法》), the Guiding Principles for the Classification of Artificial Intelligence Medical Software Products (《人工智能醫用軟件產品分類界定指導原則》) and the Guiding Principles for the Division of Medical Device Registration Units (《醫療器械註冊單元劃分指導原則》), we believe that the indication expansion of AI AutoVision® will be classified as a Class III medical device and approved under the same medical device certificate issued by the NMPA, as the expansion involves only a change in the sample type of the medical imaging source while remaining focused on chromosome karyotype analysis, with the working principle, product performance and structural composition of AI AutoVision® remaining substantially the same. Our PRC Legal Adviser has consulted with the NMPA, which confirmed that the indication expansion of AI AutoVision® will be classified as a Class III medical device and will be approved under the same medical device certificate issued by the NMPA.

For details of the China market, please see "Industry Overview — Intelligent Reproductive Healthcare Imaging Test Market — Reproductive Healthcare Chromosome Karyotype Analysis System Market — Market Size of Reproductive Healthcare Chromosome Karyotype Analysis System Industry." For details of relevant regulatory framework, please see "Regulatory Overview — Laws and Regulations Relating to Medical Devices." For details of the competitive landscape, please see "Industry Overview — Intelligent Reproductive Healthcare Imaging Test Market — Reproductive Healthcare Chromosome Karyotype Analysis System Market — Competitive Landscape of Reproductive Healthcare Chromosome Karyotype Analysis System Market."

The following table sets forth a summary of clinical development, material communication with relevant regulatory authorities and clinical development plan in China regarding AI AutoVision®:

Time	Milestone events
October 2022	We initiated the registrational clinical trial for AI AutoVision® on human subjects.
January 2023	The registrational trial enrolled first participant.
November 2023	Last subject enrollment of the registrational clinical trial was completed.
August 2024	Review and analysis under the Gold Standard of the last subject enrolled was completed.
November 2024	Based on the collected data, we continue to complete the statistical consolidation, review and analysis of the trial data from December 2023 to October 2024. The clinical trial report was finalized in November 2024.
December 2024	We completed the "Class III Innovative Medical Device (三類創新醫療器械)" submission, an application for the Green Path ("**Green Path Submission**").

Time	Milestone events
January 2025	We received the request for supplemental information for the Green Path Submission from the NMPA.
February 2025	We submitted the supplemental materials for the Green Path Submission to the NMPA.
May 2025	AI AutoVision® has been recognized as a "Class III Innovative Medical Device (三類創新醫療器械)" by the NMPA.
May 2025	We submitted a Class III medical device registration application to the NMPA.
June 2025	We received the Notice of Acceptance (受理通知書) from the NMPA, which formally acknowledges the acceptance of the registration application by the NMPA.
September 2025	We have received the Notice of Medical Device Technical Review Communication Meeting (醫療器械技術審評溝通交流會議通知) from the NMPA on September 12, 2025 and the expert consultation meeting has been convened on September 24, 2025.
October 2025	We received the 2025 October Notice on October 31, 2025.
December 2025	On December 17, 2025, we made a further consultation through formal hotline communication with the Center for Medical Device Evaluation (醫療器械技術審評中心) of the NMPA, where we got verbal confirmation that all requests in 2025 October Notice have been satisfied and NMPA has no objection to granting registration approval of AI AutoVision® with only procedural and/or administrative nature remaining outstanding.
January 2026	We submitted all required supplemental materials in January 2026.
First quarter of 2026	We expect to receive a Class III medical device registration certificate with intended indications of chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples.
July of 2026	We are under further research and development of AI AutoVision® to expand its intended use to karyotype analysis for hematological malignancies using human bone marrow samples. We plan to initiate registrational clinical trial for this expansion of indication.
2027	We plan to establish joint laboratories with leading medical and engineering institutions to improve the real-world performance of AI AutoVision®.
Second half of 2027	We plan to submit an application to the NMPA for indication expansion to karyotype analysis for hematological malignancies using human bone marrow samples.
December 2028	We expect to obtain NMPA approval for indication expansion to karyotype analysis for hematological malignancies using human bone marrow samples.

Building upon our existing sales model, the commercialization of AI AutoVision® will focus on national and leading regional hospitals where advanced chromosome analysis software are in highest demand. These hospitals will serve as flagship users that can generate clinical validation and brand recognition. AI AutoVision® will be priced as a premium product reflecting its

AI-enabled capabilities. For new users, the indicative ex-factory price is expected to range between RMB 2.0 million and RMB2.5 million per unit. For existing AutoVision® users, we intend to offer an optional upgrade solution to AI AutoVision®. AI AutoVision® includes all features of AutoVision® and provides enhanced analytical accuracy and efficiency, which makes them entirely independent software operating on hardware platforms with similar requirements. Therefore, such optional upgrade entails the deletion of AutoVision® and installation of AI AutoVision® without switching the underlying customized computer. Following NMPA approval, we expect to adopt a staged hospital entry strategy for AI AutoVision®, see "— Commercialization and Sales" and "— Commercialization and Sales — Pricing."

the U.S.

Under the applicable laws and regulations in the U.S., intelligent chromosome karyotype analysis software and related devices are generally regulated in accordance with 21 CFR 864.5260 as Class II in vitro diagnostic medical devices and are required to obtain FDA clearance through the 510(k) regulatory pathway. Given that (i) FDA is one of the most recognized regulatory authority, providing credibility and international acceptance; and (ii) successful FDA clearance is expected to serve as a springboard for entry into other advanced markets, we plan to submit the 510(k) submission to register our AI AutoVision® as a Class II medical device with intended indications of chromosome karyotype analysis for (i) mid-gestational prenatal diagnosis of fetal chromosomal abnormalities using amniotic fluid samples; and (ii) pre-conception population using peripheral blood samples in April 2026 and expect to obtain FDA approval in December 2026. As of the Latest Practicable Date, we had not had any material regulatory communication with the FDA regarding the FDA registration plan of AI AutoVision®. We have established the registration plan and timeline, and have engaged a professional regulatory consulting agency to assist in the registration process. We are currently preparing the draft submission materials and expects to submit the registration application to the FDA in April 2026. In addition, we have completed and obtained FDA establishment registration approval for our manufacturing facility. According to relevant FDA regulations, we are not required to conduct pre-submission communications with the FDA prior to the submission of the registration dossier or conduct clinical trial in the U.S. for this intended submission. For details of relevant regulatory framework in the U.S., please see "Regulatory Overview — U.S. Federal and State Regulation of Medical Devices."

The following table sets for the a summary of material communication with relevant regulatory authorities and clinical development plan in the U.S. regarding AI AutoVision®:

Time	Milestone events
March 2026	Supplemental registration testing
April 2026	Finalization of FDA medical device submission dossier. File 510(k) submission as a Class II medical device with intended indications of chromosome karyotype analysis for (i) prenatal diagnosis for birth defects using amniotic fluid samples; and (ii) assisted reproduction using peripheral blood samples to the FDA
August 2026	FDA supplemental information request
October 2026	Performance validation and supplemental data submission
December 2026	We expect to obtain FDA approval.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE AI AUTOVISION® SUCCESSFULLY.

AutoVision®

Overview

AutoVision® is our self-developed, commercialized, computer-aided chromosome analysis software (染色體分析軟件) designed to support preliminary image-processing operations, analysis and archiving of on digital metaphase chromosome images captured by optical microscopes, including the interpretation of chromosome banding patterns. AutoVision® provides partial automation in counting and arrangement of digital chromosome images. It focuses specifically on solving challenges associated with the analytical process of the chromosome karyotype analysis, with readily prepared digital metaphase images as inputs. As a Class II medical device approved by Zhejiang MPA in March 2019, AutoVision® is exempted from registrational clinical trial, and its registration certificate does not specify intended indications or use of specific sample types. In actual clinical practice, users of AutoVision® apply this analysis software in fields such as reproductive health, hematological oncology and radio protection. Physicians analyze chromosome images of peripheral blood, amniotic fluid and bone marrow samples, and manually prepare and review reports. During the registration process, AutoVision® underwent an equivalence evaluation with peer karyotype analysis software. Due to its relatively low level of intelligence, analysis using AutoVision® requires considerable manual interaction by the physician to further validate and correct the automated segmentation, counting and arrangement results, and is unable to provide automatic detection or prompts for chromosomal abnormalities.

Since its launch to the market, AutoVision® has been widely adopted by over 400 medical institutions across China, including top-tier hospitals such as Peking Union Medical College Hospital, Renji Hospital Affiliated to Shanghai Jiao Tong University School of Medicine, and The First Affiliated Hospital of Zhengzhou University. Applications of our AutoVision® span diverse fields, including reproductive healthcare and pediatrics. We also obtained a CE certificate under the IVDD regime for AutoVision® in March 2020 and a new CE certificate under the new IVDR in November 2023.

How It Works

To meet the needs of different types of clients from various clinical settings, we offer AutoVision® as a locally deployed software, allowing users to operate the system independently in their local environment. During the Track Record Period, we sold AutoVision® by providing clients with customized computers with pre-installed AutoVision® software, instead of only offering them copies of AutoVision® software.

AutoVision® operates on the Windows operating system and is equipped with robust image processing and chromosome analysis capabilities. Under the supervision of experienced cytogeneticists, AutoVision® assists in the automated arrangement and analysis of digitized metaphase chromosome karyotype images that are captured using high-magnification microscopy. Key features of AutoVision® include automated chromosome analysis, image optimization, chromosome counting and arrangement, diagnostic report management.

The pictures below illustrates interface of our AutoVision® software and overlook of the accompanied computer device.

See "— Core Product: AI AutoVision® — How It Works" for diagram illustrates the workflow of our AutoVision®, major steps are as follows:

- ***Image Import.*** After logging into AutoVision®, users can import case images.
- ***Automatic Segmentation, Counting and Arrangement***: AutoVision® performs automated chromosome segmentation, counting and arrangement with lower accuracy than AI AutoVision®, which requires users to further validate and correct the results.
- ***Manual Adjustments and Confirmation***: Users utilize intuitive tools to manually adjust chromosome counting and arrangement results. Tools are available for tasks such as chromosome segmentation, connection, rotation, or deletion. Once adjustments are made, users confirm the analysis results.

Equipped with features such as image scoring, image optimization, chromosome counting and automated arrangement, AutoVision® improves labor-intensive manual operations traditionally required in chromosome karyotype analysis. AutoVision® streamlines repetitive processes, reduces operator workload, and enhances laboratory productivity.

Material Communication, Development Plan and Next Steps

We obtained a Class II medical device registration certificate in March 2019 and subsequently commenced commercial sales of AutoVision® during the same year. Since its launch to the market, AutoVision® has been widely adopted by over 400 medical institutions across China, including top-tier hospitals such as Peking Union Medical College Hospital, Renji Hospital Affiliated to Shanghai Jiao Tong University School of Medicine, and The First Affiliated Hospital of Zhengzhou University. Applications of our AutoVision® span diverse fields, including reproductive healthcare and pediatrics. We obtained a CE certificate under the IVDD regime for AutoVision® in March 2020 and a new CE certificate under the new IVDR in November 2023. Due to the impact of COVID-19 and our strategic choice to focus on the PRC market, we did not commence expansion in Europe or Southeast Asia directly. Since December 2024, we have carried out preliminary overseas marketing activities. To explore opportunities in Europe, we presented AutoVision® at the European Society of Human Genetics Annual Meeting in Italy and conducted on-site product demonstrations in May 2025, and we have commenced product trial use for AutoVision® at the Great Ormond Street Hospital, the largest children's hospital in the U.K. in January 2026. We also plan to establish an overseas sales team and explore opportunities in Europe and Southeast Asia.

Hematocyte Analysis Software (血液細胞分析系統)

Overview

Our Hematocyte Analysis Software is a pre-clinical stage automated blood cell scanning and analysis platform we self-developed based on our iMedImage® foundation model, which serves as the underlying infrastructure supporting the development and future daily usage of our software products. It is designed to focus on meeting the morphological analysis needs of bone marrow and peripheral blood in clinical hematology and pathology. The system is designed to integrate key

functionalities such as image acquisition, intelligent recognition, cell classification and structured reporting, making it suitable for intelligent auxiliary analysis and dynamic monitoring of hematological diseases, including leukemia, myelodysplastic syndromes and aplastic anemia.

Our Hematocyte Analysis Software is designed to be developed through the deep integration of our commercialized MetaSight® and AI AutoVision®, forming a closed-loop automated solution for blood cell morphological analysis. The system is designed to deliver high-precision cell recognition and structural modeling capabilities, supporting dual-scenario analysis for both bone marrow and peripheral blood, thereby meeting diverse clinical application needs.

As of the Latest Practicable Date, the Hematocyte Analysis Software was currently in the preclinical R&D validation stage, with the core algorithm prototype design already completed. The system has demonstrated strong model scalability and significant clinical adaptability. We expect to obtain a Class III medical device registration certificate from the NMPA in 2027.

Key Features

Our Hematocyte Analysis Software is designed with the following key features:

- ***Dual-Sample Integration for Comprehensive Hematological Disease Analysis.*** Our Hematocyte Analysis Software is designed to support automated recognition and analysis of both bone marrow and peripheral blood smears, enabling its application in the diagnosis and monitoring of various hematological diseases, such as leukemia and myelodysplastic syndromes. It also is designed to address routine hematology needs, including blood cell classification and counting.

- ***High-Throughput Scanning for Multi-Tiered Healthcare Institutions.*** Our Hematocyte Analysis Software is designed to support multiple configurations, making it suitable for medium- to high-throughput medical environments. Its high-precision motion control system and industrial-grade imaging technology are designed to ensure both imaging efficiency and quality. This capability is designed to meet the diverse demands of diagnostic centers and laboratories across different tiers of the healthcare system, addressing their combined needs for efficiency and accuracy.

The preclinical stage of Hematocyte Analysis Software is completed different from the intended indication expansion of AI AutoVision® (karyotype analysis for hematological malignancies using human bone marrow samples). Hematocyte Analysis Software is designed to focus on the analysis of cell images, while the indication expansion of AI AutoVision® is intended to focus on the analysis of metaphase chromosome images. In addition, Hematocyte Analysis System is designed for automatic recognition, classification, and statistical analysis of multiple types of blood cells such as leukocytes and erythrocytes, assisting doctors in cell morphology analysis; while the intended indication expansion of AI AutoVision® targets identification of chromosomal number and structural abnormalities, assisting physicians in karyotype analysis and diagnosis.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE HEMATOCYTE ANALYSIS SOFTWARE SUCCESSFULLY.

Histopathological Analysis Software (組織病理分析軟件)

Overview

Histopathological Analysis Software is a preclinical stage fully-automated histopathology scanning and analysis Software we self-developed based on our proprietary iMedImage® foundation model, which serves as the underlying infrastructure supporting the development and future daily usage of our software products. Specifically designed to meet the clinical diagnostic and research needs of pathology departments in medical institutions, Histopathological Analysis Software is designed to integrate high-resolution optical scanning technology with advanced intelligent image analysis algorithms. Histopathological Analysis Software is designed to enable the digital processing and intelligent analysis of histopathological slides, to significantly enhance operational

efficiency, diagnostic accuracy and standardization in pathology workflows. Histopathological Analysis Software is designed to support various applications in clinical settings, including routine pathology scanning and analysis, remote consultations for complex cases and pathology education and research.

The development of our Histopathological Analysis Software represents an important step in our strategic expansion into intelligent microscopic image analysis. We expect that, the Histopathological Analysis Software will create strong synergies with our Hematocyte Analysis Software, forming a comprehensive solution that spans the entire diagnostic workflow, from cellular morphology to tissue structure.

As of the Latest Practicable Date, the Histopathological Analysis Software is under development, with active progress being made in the development of its core functionalities and AI algorithm modules. We plan to submit a Class III medical device registration application to the NMPA in 2027 and obtain a Class III medical device registration certificate from the NMPA in 2028.

Key Features

Our Histopathological Analysis Software is designed with the following key features:

- ***High-Precision Scanning Technology.*** Histopathological Analysis Software is designed to deliver exceptional image quality through advanced optical imaging. It is designed to support various scanning modes, including whole-slide scanning, region-specific scanning, and multi-slide stitching, meeting diverse clinical requirements. With an automated slide loader and motorized stage, it is designed to ensure high-throughput scanning with minimal manual intervention, meeting the demands of large-scale clinical sample processing.

- ***Intelligent Image Analysis***. Histopathological Analysis Software is designed to integrate AI recognition algorithms that can automatically identify abnormal regions in tissue slides, analyze cellular morphology, and detect pathological features. It is designed to support cell counting, cell classification and quantitative assessment of immunohistochemistry (IHC) staining intensity, significantly reducing manual analysis time while improving the objectivity and consistency of results.

- ***Full-Process Automation.*** Histopathological Analysis Software is designed to enable automation, from slide digitization and intelligent analysis to the generation of structured diagnostic reports. Through optimizing pathology workflows, the system is designed to enhance diagnostic efficiency and accuracy, support high-throughput operations, automate traditionally time-consuming and repetitive tasks, allowing pathologists to focus more on diagnosing complex and challenging cases.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE HISTOPATHOLOGICAL ANALYSIS SOFTWARE SUCCESSFULLY.

Obstetric Ultrasound Analysis Software

Overview

Our Obstetric Ultrasound Analysis Software is a preclinical stage standardized prenatal ultrasound analysis Software we self-developed based on our iMedImage® foundation model, which serves as the underlying infrastructure supporting the development and future daily usage of our software products. It is designed to enhance the standardization, efficiency and accessibility of obstetric ultrasound examinations throughout the entire pregnancy cycle. It is designed to support comprehensive management from early pregnancy to delivery, covering key stages such as pregnancy confirmation, fetal structural development assessment, high-risk factor monitoring processes. Our Obstetric Ultrasound Analysis Software is designed to integrate advanced features, including automated image recognition and analysis, real-time image quality feedback, structured data output and streamlined workflow management. These capabilities are designed to improve the standardization of examination procedures, optimize the user experience and reduce reliance on the operator's subjective judgment and experience. It will be particularly well-suited for strengthening and optimizing primary healthcare institutions and regional maternal and child health service systems.

As of the Latest Practicable Date, our preclinical stage Obstetric Ultrasound Analysis Software is under development, with the core functionalities and algorithms in the research and development phase. We expect to commence clinical trials in the first quarter of 2027.

Key Features

Our Obstetric Ultrasound Analysis Software is designed with the following key features:

- ***AI-Driven Precision and Efficiency.*** Obstetric Ultrasound Analysis Software is designed to integrate multiple intelligent image processing and analysis technologies designed to automatically segment and measure key fetal anatomical structures, such as head circumference (HC), abdominal circumference (AC), and femur length (FL). It is designed to also support intelligent analysis of critical indicators, including nuchal translucency (NT), biparietal diameter (BPD), fetal heart rhythms, and motion patterns. Through incorporating multimodal data, the Obstetric Ultrasound Analysis Software is designed to enable risk factor identification and trend management, improving the consistency and accuracy of examination results. This is designed to reduce reliance on the operator's experience and enhances usability in primary healthcare institutions.

- ***Comprehensive Closed-Loop Management Across the Entire Pregnancy Cycle.*** The Obstetric Ultrasound Analysis Software is designed to provide management throughout the entire pregnancy cycle, supporting early pregnancy screening, mid-term structural assessments, dynamic monitoring of high-risk pregnancies and postpartum follow-ups. The Obstetric Ultrasound Analysis Software is designed to seamlessly integrate with hospital information systems (HIS) and ultrasound workflows, enabling efficient and continuous maternal care management.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE OBSTETRIC ULTRASOUND ANALYSIS SOFTWARE SUCCESSFULLY.

Intelligent Handheld Ultrasound Analysis System

Overview

Our Intelligent Handheld Ultrasound Analysis System is a preclinical stage portable ultrasound system we self-developed based on our iMedImage® foundation model, which serves as the underlying infrastructure supporting the development and future daily usage of our software products. Combining lightweight hardware design, intelligent image processing capabilities and cloud-based collaboration features, the Intelligent Handheld Ultrasound Analysis System is designed to enhance the usability, standardization, and efficiency of ultrasound examinations across a wide range of clinical scenarios. The system is designed to feature a compact, portable design tailored to meet diverse clinical needs. Leveraging the iMedImage® foundation model, it is designed to enable structural feature recognition of ultrasound images, including key area annotation, image quality feedback and measurement value extraction. These features are designed to improve the standardization of examination workflows and operational convenience, making it well-suited for a variety of users. The system is designed to support seamless integration with cloud-based platforms, facilitating centralized image data management, historical record tracking, and remote collaboration. Its flexibility will make it ideal for a wide range of clinical applications, including emergency care, primary care screening, chronic disease follow-up, perioperative assessment and mobile healthcare services.

As of the Latest Practicable Date, our preclinical stage Intelligent Handheld Ultrasound Analysis System is under development, with the core functionalities and algorithms in the research and development phase. We plan to obtain a Class II medical device registration certificate in 2027.

Key Features

Our Intelligent Handheld Ultrasound Analysis System is designed with the following key features:

- ***AI-Driven Image Analysis and Real-Time Processing.*** The Intelligent Handheld Ultrasound Analysis System is designed to be equipped with advanced AI capabilities, including automatic lesion marking, malignancy probability analysis, and structured reporting, significantly enhancing diagnostic consistency while minimizing operator-induced variability.

- ***Cloud Collaboration and System Compatibility.*** Our Intelligent Handheld Ultrasound Analysis System is designed to support real-time synchronization of image and examination data to the cloud, enabling remote collaboration, multi-site connectivity and historical record tracking. It is designed to be compatible with mainstream healthcare information standards and can seamlessly integrate with hospital information systems and picture archiving and communication systems, facilitating closed-loop management from screening to follow-up.

- ***Versatility Across Clinical Scenarios.*** Our Intelligent Handheld Ultrasound Analysis System is designed to be suitable for a wide range of clinical applications, including emergency care, primary care screening, and specialty monitoring. Its portability and intelligent processing capabilities are designed to enable strong adaptability across healthcare institutions at various levels, helping to expand ultrasound service coverage and improve response efficiency.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND COMMERCIALIZE INTELLIGENT HANDHELD ULTRASOUND ANALYSIS SYSTEM SUCCESSFULLY.

Medical Devices

The chromosome analysis workflow encompasses cell culture, harvesting, staining and slide preparation, microscopic image observation, and karyotype analysis. To address the automation needs in the pre-analytical processes, we have self-developed the following three medical devices.

KayoFlow® Automatic Cell Harvester (KayoFlow® 自動細胞收穫儀)

Overview

Our KayoFlow® Automatic Cell Harvester is a commercialized medical device designed for pre-analytical processing of suspended cell samples, including separation and fixation for downstream analysis. It automates key steps such as centrifugation, reagent addition and sample mixing, ensuring standardization and efficiency in cytogenetic workflows. KayoFlow® is suitable for processing a variety of sample types, including peripheral blood, amniotic fluid and bone marrow. It supports applications such as chromosomal karyotype analysis, chromosomal aberration analysis, and micronucleus analysis. The device is intended exclusively for in vitro diagnostic use. We obtained a Class I medical device filing in December 2023. We have commenced commercial sales of KayoFlow Automatic Cell Harvester since January 2024.

Key Features

KayoFlow® Automatic Cell Harvester has the following key features:

- ***High Degree of Automation.*** Our KayoFlow® Automatic Cell Harvester features intelligent sample tube loading and unloading functionalities, including automatic transfer, automated balancing, and automatic tube removal.

- ***Stable Performance.*** Our KayoFlow® Automatic Cell Harvester incorporates unique preheating technology for hypotonic solutions and precise temperature control for the centrifuge chamber, ensuring optimal incubation temperatures and maintaining the stability of reaction systems. The system includes an automated colchicine addition function, allowing precise control over colchicine treatment levels.

KayoFlow® Integrated Slide Preparation and Staining System (KayoFlow® 製片染色一體機)

Overview

Our KayoFlow® Integrated Slide Preparation and Staining System is a commercialized fully-automated system designed for pre-analytical preparation and staining of chromosomal sample slides. It integrates multiple processes, including slide preparation, aging, enzymatic digestion, and staining, into a single streamlined workflow. KayoFlow® is capable of processing peripheral blood, amniotic fluid, and bone marrow samples. It supports various applications, such as chromosomal G-banding analysis, chromosomal aberration analysis and micronucleus analysis. The device is intended exclusively for in vitro diagnostic use. We obtained a Class I medical device filing in December 2023. We have commenced commercial sales of KayoFlow® Integrated Slide Preparation and Staining System since January 2024.

Key Features

KayoFlow® Integrated Slide Preparation and Staining System has the following key features:

- ***Fully Integrated Functionality.*** KayoFlow® Integrated Slide Preparation and Staining System fully integrates core experimental steps, including slide spreading (chromosome dispersion), slide aging (chromosome aging), and staining (enzymatic digestion and Giemsa staining). In addition, it incorporates auxiliary processes such as automatic slide labeling, automatic low-temperature sample tube storage, and automated reagent preparation.

- ***Stable Performance.*** KayoFlow® Integrated Slide Preparation and Staining System rigorously controls temperature and humidity during slide spreading to ensure stable chromosome dispersion. It maintains strict control over slide-aging temperatures and enzymatic digestion conditions to ensure the stability and reliability of banding preparation.

MetaSight® Automatic Cell Microscopic Image Scanning System

Overview

Our MetaSight® is a self-developed, commercialized, intelligent cellular microscopic imaging and scanning systems. It integrates high-precision optical imaging, automated control, and intelligent image recognition algorithms to enable fully automated scanning, positioning, focusing, image acquisition, and output of chromosomal or cellular samples. MetaSight® is widely applicable in clinical genetics scenarios such as pre-pregnancy diagnosis, radiation damage assessment, and occupational health monitoring.

MetaSight® supports unattended high-throughput slide scanning, featuring automatic image scoring and optimization functions. These capabilities significantly enhance image quality consistency and improve laboratory workflow efficiency. Furthermore, it is able to seamlessly connect with our proprietary AI AutoVision®, forming a closed-loop AI-assisted analysis solution from image acquisition to intelligent analysis. MetaSight® has been recognized as "internationally leading in core technology" by a national-level academician expert panel in China.

MetaSight® obtained a Class II medical device registration certificate in January 2021, a CE certificate under the IVDD in December 2021, a new CE certificate under the new IVDR in November 2023 and FDA establishment registration as Class I medical device in the U.S. in December 2024. We have commenced commercial sales of MetaSight® since March 2021 in China. Since its commercial launch, it has been widely deployed in key clinical and research settings, including reproductive healthcare and damage monitoring.

Moving forward, we plan to strengthening our partnerships with medical institutions in key regions in China. As of the Latest Practicable Date, we have not commenced and do not have plans to commence overseas sales of MetaSight® when we deem appropriate. We will continue to assess market conditions and service-network readiness before proceeding with any overseas commercialization plan of this product when we deem appropriate.

MetaSight®
(G200)

Key Features

MetaSight® system has the following key features:

- ***High-Throughput Capability for Diverse Clinical Applications.*** As an intelligent karyotype scanning and analysis system, MetaSight® supports continuous automatic processing of 1 to 200 slides (specific capacity depends on the model), making it adaptable to a wide range of laboratory sizes — from small- and medium-sized labs to large central laboratories. MetaSight® is widely applied in clinical scenarios such as pre-pregnancy diagnosis, occupational health monitoring, and radiation damage assessment.

- ***Intelligent Image Optimization for Enhanced Metaphase Image Quality.*** MetaSight® is equipped with built-in deep learning algorithms capable of intelligent recognition, scoring and optimization of metaphase clusters in scanned fields of view.

- ***Seamless Connection with AI AutoVision®, Enabling Intelligent Processing.*** MetaSight® seamlessly connects with our proprietary AI AutoVision®, enabling intelligent processing — from image acquisition to automated analysis and diagnostic report generation. This establishes a comprehensive AI-assisted chromosomal diagnostic solution, creating a closed-loop intelligent diagnostic workflow.

- ***Technological Leadership and High Industry Barriers.*** MetaSight® has achieved significant technological advancement in automated image acquisition and intelligent recognition. It was recognized as "internationally leading in core technology" by a national-level academician expert panel.

Key Reagents and Consumables

As of the Latest Practicable Date, our reagent and consumable portfolio primarily consists of one reagent with Class III medical device registration certificates, two consumable medical devices with Class II registration certificates and one reagent with Class I medical device filing. Among these, the Class III and Class II medical devices focus on the field of assisted reproduction, while

the Class I reagents primarily serve applications such as prenatal diagnosis. These products are designed to work synergistically with our self-developed intelligent medical imaging software and medical devices, ensuring efficient and seamless integration. Key reagents and consumables in our portfolio include:

- ***Micromanipulation Pipettes for IVF (體外受精顯微操作管):*** Designed as high-precision micro tools for the core micromanipulation steps in in vitro fertilization (IVF), these consumables are essential for critical procedures such as intracytoplasmic sperm injection (ICSI), embryo biopsy, and assisted hatching. The product line includes high-precision microinjection pipettes for sperm injection, holding pipettes for oocyte stabilization, biopsy pipettes for polar body removal, and denuding pipettes for cumulus cell removal. Key technical advantages of this product include (i) ultra-thin walls and high sharpness to minimize damage to oocytes; (ii) anti-adhesion technology to enhance operational fluidity; and (iii) exceptional stability to ensure precise and controlled operations. (Class II medical device, approval in 2020)

- ***ICSI Micromanipulation Dish (顯微授精操作皿):*** Specially designed for ICSI procedure in assisted reproduction procedures, this dish improves the ICSI workflow. Key technological highlights of this product include (i) a patented sloped groove design that improves sperm capture efficiency by fivefold; (ii) uniform heating design to maintain cell viability; and (iii) an elliptical structure to prevent oil spillage and facilitate automation (e.g., robotic arm operations) (Class II medical device, approval in 2020)

- ***iSource® Cell Culture Medium (新源培®細胞培養基):*** This media is developed to support the efficient and stable in vitro culture of human peripheral blood lymphocytes, particularly for applications such as genetic disease diagnosis. Key advantages of this product include: (i) a fully optimized formula with complete nutrient components, requiring no additional supplementation; (ii) a self-produced phytohemagglutinin (PHA) as a core ingredient, ensuring consistent activity and stable supply; (iii) single-tube closed culture system to minimize contamination risks; (iv) a mitotic index that is 5-10% higher than similar products available in the market. (Class I medical device, Marketed)

- ***Gamete and Embryo Buffer Solution (配子及胚胎緩衝液):*** This solution is used in assisted reproductive technology to wash gametes and embryos. (Class III medical device, approval in 2024)

Technology Licensing

We commenced operating this business segment since September 2024 to address growing market needs from medical institutions, academic and scientific research organizations and regional healthcare institutions. In managing this business segment, we charge clients, which primarily consist of digital infrastructure service providers, research institutions, medical technology companies and medical institutions at the current stage, licensing fees for using our model through iMed MaaS® platform. Specifically, digital infrastructure service providers are providers of digital technologies and platforms, such as software systems and data processing capabilities, which support the digital operations of businesses and institutions. These customers are generally companies that operate in, or intend to expand into, the healthcare and medical industry, who enter into technology licensing agreements with us to upgrade or enhance their existing products and services by integrating AI-enabled capabilities, thereby differentiating their offerings and strengthening their competitiveness in the market.

We provide services from data upload and processing to model training and deployment, supporting zero-code medical imaging model training workflow construction, enabling users to rapidly build and optimize medical imaging analysis models on the cloud platform or through localized deployment. We believe we benefit from this business operation to enhance our customer engagement capability resulting in effective client base expansion.

Salient terms of our agreements with our customers for technology licensing typically include, without limitation, the following terms:

Grant of License. Pursuant to the technology licensing agreement, we, as the Licensor, agreed to grant the Licensee a non-exclusive, non-transferable, non-sublicensable, non-assignable and time-limited license to use our iMedImage® Medical Imaging Foundation Model together with the model weights, parameters, and supporting code for inference, training and fine-tuning, as delivered via online or offline means.

Allocation of Responsibility. We provide the authorized model and reasonably cooperate with the Licensee's implementation work. The Licensee is responsible for installation, operation, and maintenance of hardware and software systems, as well as data security and backup.

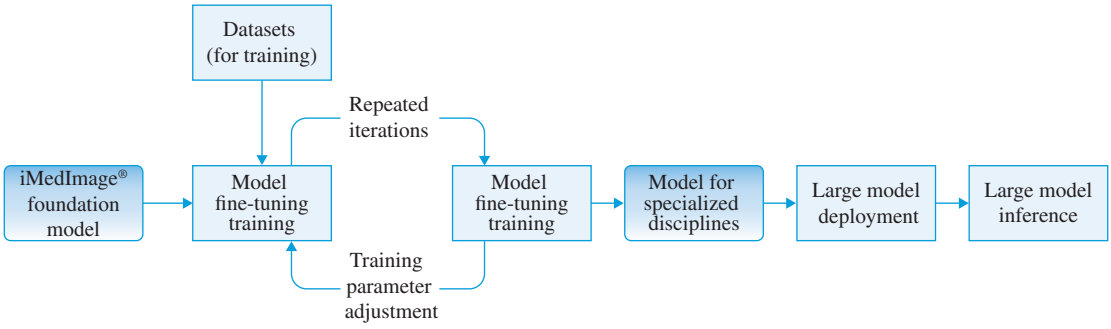
Intellectual Property Arrangements. Except as expressly permitted, we do not provide source code, and the Licensee shall not modify parameters or code without our prior written consent. Any further exploitation of derivatives, including reproduction, distribution, transfer, licensing, sub-licensing, resale, rental, lending or private deployment, requires separate written approval from us.

Payments. The Licensee shall make full payment upon the acceptance. The License Fee excludes any third-party costs associated with the runtime environment (including, without limitation, operating systems), which shall be charged in accordance with the third party's requirements.

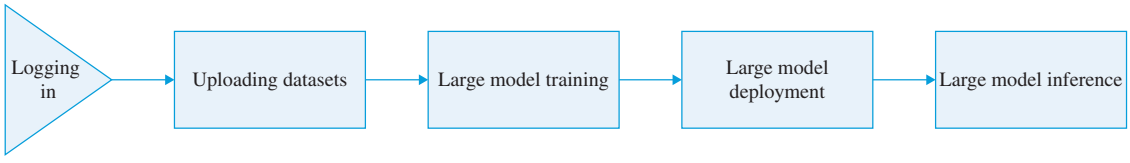
iMed MaaS® Platform

We developed iMed Model-as-a-Service (MaaS) platform, serving as an operating platform for clients to conveniently use and interact with our iMedImage® medical imaging foundation model. It is designed to provide pre-trained intelligent imaging AI capabilities to medical institutions, academic and scientific research organizations and regional healthcare institutions tailoring to their needs. In particular, it allows clients with minimum coding or data capabilities to enjoy convenient access of comprehensive functions, and the iMed MaaS® platform enables clinical physicians and healthcare providers to develop customized medical imaging model for users' specific clinical use and applications, which can be further improved or iterated. Even primary care hospitals lacking professional AI development resources can efficiently deploy customized imaging AI tools tailored to their specific clinical workflows.

The following diagram illustrates the overall workflow of our iMed MaaS® platform:



The following diagram illustrates the user operating steps on our iMed MaaS® platform illustrating how our users can achieve "train your AI with your own data, by yourself" through our iMed MaaS® platform:



Key Advantages

Our iMed MaaS® platform has the following advantages:

- ***Zero-Code Operations, Easy to Use:*** The iMed MaaS® platform is equipped with an intuitive graphical user interface, allowing healthcare professionals to easily perform tasks such as model selection, data uploading, inference execution, result visualization and report generation without requiring any coding expertise. End-users do not need a background in medical AI or programming skills. All tasks, from model selection to result interpretation, can be completed through a web-based interface. This enables clinical professionals to directly use AI tools, making "AI for everyone" a reality.

- ***Few-Shot Learning, Low Compute Requirements and Fast Training.*** To address the challenges faced by smaller healthcare providers with limited data resources, the platform supports few-shot fine-tuning mechanisms. Users can upload a small set of locally sourced data to fine-tune pre-trained models, quickly adapting them to specific clinical scenarios. This not only enhances model accuracy for specialized use cases but also reduces the computational requirements, making advanced AI accessible to resource-constrained facilities.

Medical Imaging AI Integrated Storage, Computation, Training and Inference (醫學影像AI存算訓推一體機) ("SCTI") Server

Overview

In December 2025, we launched the business to serve the needs for comprehensive medical imaging services of hospitals and medical institutions, where we integrated our software with tailor-made servers, in the way to facilitate operations of iMed MaaS® platform within customers' secured environments. Upon installation, clients may enjoy convenient data storage, accelerated computation, and intelligent inference functions that are associated with medical imaging services, as well as allowing them to develop and deploy medical imaging AI models tailored to their scientific and research projects. We engaged reputable third party suppliers in China to prepare hardware based on our designed specification to ensure optimal performance.

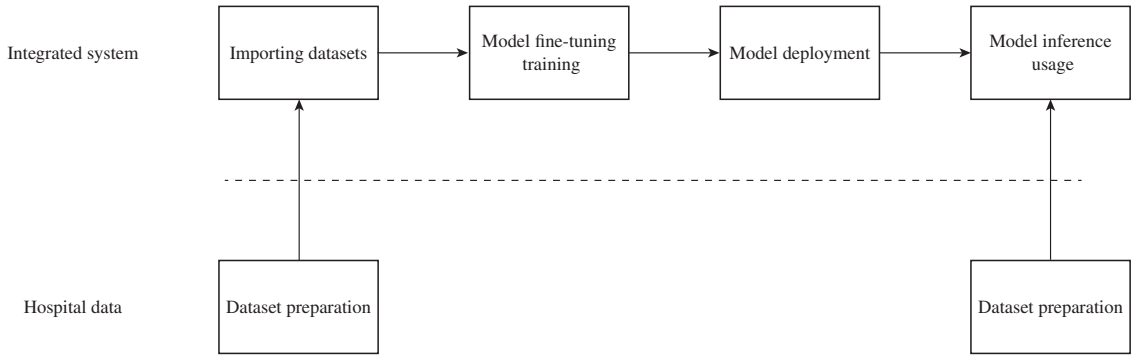
Upon entering into technology licensing agreement for our iMedImage® medical imaging foundation model, should relevant clients choose to procure hardware from us as well, we will sell server with pre-installed iMedImage® medical imaging foundation model, together with its accompanied operating system, iMed MaaS® platform, to relevant clients. We generally dispatch our sales and technique team to help clients complete installation and test run on client's premise.

In managing this business line, we charge clients license fees which they pay in a lump sum. For key terms of our licensing agreement, please see "Business — Our Product — Portfolio — Technology licensing".

Utilizing our server, clients can enjoy fully localized multi-disease, multi-modal, and multi-task analytic capabilities, allowing them to develop and deploy medical imaging AI models tailored to their scientific and research projects. As a result, relevant hospitals and clinicians are able to utilize their own real-world data to independently develop, optimize and deploy customized AI imaging models. This capability enables healthcare providers to truly achieve "train your AI with your own data."

Delivered in a ready-to-use status, our server is easy to deploy and compatible with domestic AI chips. It supports multiple deployment scenarios, including hospital intranet environments and edge computing setups. To ensure security and compliance, the solution incorporates robust mechanisms such as data anonymization, encrypted transmission, access auditing, and role-based permissions, safeguarding patient privacy and hospital data sovereignty.

The following diagram illustrates the user operating steps of the SCTI server:



Key Advantages

Our SCTI server has the following advantages:

- ***Localized Model Training and Deployment.*** The server integrates high-performance training and inference capabilities, enabling hospitals to conduct localized model customization and deployment. Embedded with high-performance GPUs or AI chips, it offers robust computational power, allowing doctors to independently train, fine-tune and apply models within the hospital environment. This ensures that data remains within the hospital, reducing risks associated with data privacy and security while enabling hospitals to develop their own proprietary AI imaging models.

- ***Integrated Clinical and Research Platform.*** The server bridges clinical practice and research advancement, establishing a sustainable advanced platform. It provides advanced tools, such as research model management, dataset management, training visualization, model evaluation and version iteration.

- ***Multi-Disease Intelligent Improvement Capability.*** Unlike traditional AI medical products that are constrained by single-disease, fixed models and require large datasets with high training costs, this server leverages a general-purpose large model as its foundation. It enables hospitals to conduct multi-disease, multi-task and multi-modal training and applications locally. The solution not only provides results but also equips hospitals with methods, enabling doctors to transition from AI users to AI creators.

Analysis and Consulting Service

To a lesser extent, leveraging our expertise in chromosome karyotype analysis, we also provided consulting service to local governments based on the test results of chromosome karyotype during the Track Record Period.

OUR IMEDIMAGE® MEDICAL IMAGING FOUNDATION MODEL

Traditional medical imaging AI models generally operate as Narrow AI, which refers to systems designed to handle only one specific task at a time. Consequently, such systems face the challenges of weak generalization capability across different devices and heavy dependency on large datasets for each new task. As highlighted in a joint study by Harvard Medical School and Stanford University published in *Nature* (2023), traditional AI models implemented in the medical industry are quickly evolving toward Generalist Medical AI (GMAI), which utilizes foundation models to transfer learned knowledge across different modalities, thereby overcoming the efficiency bottlenecks of traditional models.

Consistent with the trend in technological development, we have self-developed iMedImage®, a general-purpose medical imaging foundation model, which serves as the infrastructure for acquiring reasoning-oriented learning and training specifically in the medical domain, upon which we continuously develop customized AI models and tools targeting more focused diseases diagnosis

and treatment applications. The evolution of iMedImage® entails substantial consumption of computing power resources, as the core technical advantages, development activities and daily usage of AI AutoVision® and the four preclinical stage medical imaging software product candidates derive from this underlying technology platform. Built on this foundation model, we further developed our iMed MaaS® (Model-as-a-Service) platform, which provides services from data upload and processing to model training and deployment, supporting zero-code medical imaging model training workflow construction, enabling users to rapidly build and optimize medical imaging analysis models on the cloud platform.

iMedImage® has completed the Deep Synthesis Service Algorithm Filing with the Cyberspace Administration of China and the Ministry of Industry and Information Technology and has obtained an Internet Information Service Algorithm Record (Record Number: 網信算備 330113553162801240011), confirming compliance with national requirements on data security and algorithmic transparency. It obtained an independent multi-modal algorithm evaluation report from the China Academy of Information and Communications Technology (CAICT) an authorized research institution under the MIIT (report No. 24V01Y001957-001). The evaluation, conducted using standardized ground-truth datasets encompassing multiple imaging modalities, including cytogenetics, cell morphology, pathology, ultrasound, radiology and others, has demonstrated the robust recognition accuracy and consistent performance of our iMedImage® foundation model across various medical imaging modalities, such as ultrasound and X-ray imaging, validating its versatility and strong potential for broad application in clinical diagnostic scenarios.

iMedImage® foundation model leverages a Transformer architecture, enhanced with multiple optimizations to deliver representational power, generalization and adaptability. This unified architecture provides the technological foundation for wide-ranging applications across multi-modal and multi-task medical imaging scenarios.

The iMedImage® foundation model offers a suite of core technology advancements:

i. *Unified Task Representation.* Unified task representation is an AI framework that abstracts diverse tasks into a common output space, enabling a single model to handle multiple types of analysis. iMedImage® foundation model adopts a standardized output framework to normalize various types of medical imaging tasks such as classification, detection and segmentation. This enables a single backbone network to flexibly support a wide range of downstream tasks and lays a solid foundation for cross-task transfer learning and multi-task joint training.

ii. *Unified Model Architecture.* iMedImage® foundation model employs a hierarchical Transformer architecture to achieve a three-level semantic modeling mechanism, spanning from (i) pixel-level details of individual images, to (ii) multi-image correlation within the same examination, and further to (iii) crossexamination information integration at the individual case level. Through this architecture, iMedImage® foundation model introduces structured inductive biases that emulate the diagnostic reasoning process of clinical practitioners from local image features to overall case context, enabling case-level analysis and interpretation and significantly enhancing the performance of AI AutoVision® in analyzing and interpreting complex chromosome images.

iii. *Unified Medical Pre-training Knowledge Embedding.* iMedImage® foundation model is a foundation model pre-trained on datasets spanning 19 clinical imaging modalities, including chromosomal, ultrasound, CT, MRI, and other imaging methods, covering over 90% of medical imaging scenarios. Employing self-supervised and weakly supervised learning strategies, iMedImage® foundation model achieves high baseline performance, low data dependency and low-cost migration. The unified pre-training delivers three key advantages:

- High Baseline Performance: The extensive pre-training across diverse domains enables iMedImage® foundation model to quickly achieve or surpass state-of-the-art (SOTA) performance when transferred to new tasks.

- Low Data Dependency: The pre-trained knowledge allows the model to maintain strong performance even in data-deficient scenarios, reducing reliance on large annotated datasets. For example, in multiple clinical tasks, iMedImage® consistently achieved or exceeded industry SOTA benchmarks with approximately 300 training samples per task.

- Low-cost Migration: With pre-trained models, minimal fine-tuning on small datasets is sufficient for rapid adaptation to new tasks, significantly shortening the R&D cycle and lowering training costs. This leap forward enables scalable technology advancement in medical diagnostics and drives intelligent transformation across healthcare systems.

Building on the semantic modeling and the structured inductive biases embedded in iMedImage®, we have developed several chromosome-specific AI algorithm modules for AI AutoVision® through targeted fine-tuning of the foundation model, each designed to address a specific workflow that previously required heavy human involvement and/or was labor intensive, such as chromosome crossing and adhesion, chromosome identification and numbering, and chromosomal abnormality recognition with intelligent prompts for structural chromosomal abnormalities.

We obtain data for the training of iMedImage® in compliance with relevant regulations through cooperation agreements with medical institutions and authorized commercial channels, and conduct development in a controlled and de-identified environment. Upon completion of the relevant R&D projects or the expiry of the authorization agreements, we destroy the relevant data in accordance with our internal management policies, thereby ensuring closed-loop compliance throughout the data lifecycle.

RESEARCH AND DEVELOPMENT

Our achievements in technology advancement are supported by robust R&D infrastructure. We operate R&D centers spanning over 4,000 square meters, equipped with multiple Class 10,000 and Class 100,000 clean rooms and production workshops in Hangzhou, Zhejiang Province. We have led or participated in dozens of national and provincial-level scientific research projects, accumulated numerous authorized invention patents, and are actively pursuing international patent applications. Our team has published multiple high-impact papers in leading domestic and international academic journals. For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2024 and 2025, we incurred research and development expenses of RMB28.6 million, RMB25.5 million, RMB14.4 million and RMB68.7 million, respectively.

Our In-house R&D Team

As of the Latest Practicable Date, we have a dedicated in-house research and development team that comprises of 60 employees. Among them, 19 members (31.7%) hold a master's or doctorate degree, including 17 with master's degrees and two with doctorate degrees. Our R&D team is a multidisciplinary group composed of experts in artificial intelligence, computer science, clinical medicine, and medical genetics. Our founder, chairman, CEO and head of our R&D team, Dr. Song Ning, is a globally recognized leader with over 20 years of experience in the intersection of medical genetics, computer science and AI. With extensive experience in teaching and industrializing AI-driven clinical applications. For more highlights on Dr. Song, please see "— Our Strengths".

Under the leadership of Dr. Song, our core R&D team (also our Core Product R&D team), comprising 21 members with extensive experience in clinical reproductive medicine, AI image recognition and cross-disciplinary research, has self-developed the AI AutoVision®. Most of the core team members come from leading universities, research institutions, and industry leaders both domestically and internationally, bringing a global perspective and deep expertise. This interdisciplinary team structure provides us with strong capabilities in technological development and a deep understanding of clinical applications, enabling efficient project iteration and the effective translation of research into practical solutions. These efforts ensure that our core technologies and foundation model remain advanced and forward-looking. Key members of our Core Product R&D team include:

- Dr. Song. For details of biographies of Dr. Song, see "Directors and Senior Management — Board of Directors — Executive Directors."

- Yan Qing (晏青), currently the algorithm manager, with six years of experience in developing AI algorithms for medical imaging. Yan Qing joined the Group in July 2019 and has been primarily responsible for overseeing the algorithm development of the AI AutoVision® project, leading the overall architectural design and implementation of the software's core algorithms. Yan Qing has driven the translation of chromosome image processing algorithms from theoretical research to productization, ensuring the software's accuracy and stability in clinical applications. Yan Qing served as the algorithm leader for a key research project in Zhejiang Province and contributed to the team's nationwide third-place ranking (and first in the reproductive healthcare field) in the Ministry of Industry and Information Technology of the PRC's AI Innovative Medical Device Challenge. Yan Qing holds multiple AI-related invention patents and has received prestigious awards.

- Wei Ran (韋然), currently a senior algorithm researcher and senior engineer, specializes in developing AI algorithms for medical imaging. Wei Ran joined the Group in March 2020 and has been primarily responsible for the research, development, and optimization of algorithms for chromosome identification and defect detection. By enhancing algorithm architecture and training strategies, Wei Ran has significantly improved the accuracy of chromosome and defect recognition, providing crucial support for the advancement of AI AutoVision®'s diagnostic capabilities. Wei Ran innovatively proposed HomNet, a multi-instance chromosome structural abnormalities detection algorithm used in AI AutoVision® based on contrastive learning, which successfully addressed the global technical challenge of automatic recognition of chromosomal structural anomalies. This resolved the "last-mile" issue limiting the efficiency and accuracy of karyotype analysis. The research results were published in ACM SIGKDD, a CCF A-class top-tier conference.

All the key R&D personnel involved in the development of our Core Product remain employed by us, and are expected to remain within the Group by the time of the Listing and in the foreseeable future. For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2024 and 2025, our research and development costs attributable to our Core Product were RMB1.7 million, RMB14.8 million, RMB7.1 million and RMB60.5 million, respectively, accounting for 5.8%, 58.1%, 49.2% and 88.1% of our total research and development costs in the respectively period.

We have entered into legally-binding confidentiality and non-compete agreements with our key employees and employees involved in our research and development activities, pursuant to which any intellectual property conceived and developed during their employment belongs to us and they waive all relevant rights or claims to such intellectual property.

Our R&D efforts are further guided by a Scientific Advisory Committee composed of esteemed experts in related fields. In addition to Dr. Song, key members of the committee also include professor Wu Lingqian (鄔玲仟), a renowned expert in genetics and clinical medicine and professor Xu Chen (徐晨), an authority in reproductive biology and embryology.

The R&D team works along the entire lifecycle of our candidate products, including planning for design and development, design inputs, design outputs, design verification, design validation and design transfer. The team strives to bring high-quality products to market in a timely manner. To leverage the expertise of our R&D personnel, enhance efficiency, and maximize synergy, the team is organized into five sub-departments under the R&D Center. These sub-departments are structured to monitor and manage cross-departmental collaboration based on distinct business needs. In particular, we have established the intelligent hardware development department, which focuses on hardware development, product iteration, technological advancement, and engineering support. In addition, we have established other functional departments oversee different key R&D areas, including algorithm research and optimization, development of reagents and consumables, overall product strategy and progress tracking, and coordination work to ensure that ongoing projects progress on schedule while providing quality assurance.

MANUFACTURING

Manufacturing Team

We have a specialized manufacturing team, well positioned to bring medical reagents, medical consumables, and intelligent medical devices into GMP production. Our manufacturing team is led by Zhang Lijun (張利軍), who has over 15 years' experience in the industry, including more than five years in device manufacturing. As of the Latest Practicable Date, we had 18 manufacturing personnel dedicated to the production of our products and product candidates. We provide comprehensive training to our manufacturing personnel to ensure that they possess the skill sets and techniques required in the relevant manufacturing process. The comprehensive training enables us to increase our capacity utilization rate and our product yield rate, which as a result enhances our manufacturing efficiency.

Manufacturing Facilities and Production Capacity

We has been deeply involved in the field of medical devices and medical consumables. As of the Latest Practicable Date, we had one production facility located in Hangzhou, Zhejiang Province, namely the Smart Health Valley Production Base. We will continue optimizing our production base to form a comprehensive production and R&D system.

The Cangqian Longquan Road Production Base was once a vital production and R&D hub for the company. Since its establishment, it has shouldered the tasks of commercial product manufacturing and R&D sample production. It has obtained the first-class medical device production filing (Zhejiang Hangzhou Medical Device Production Filing No. 20170056) in 2017, laying the foundation for subsequent business operations. It further obtained the second-class Medical Device Operation Filing in 2018 and the Medical Device Production License in 2019, thereby gaining comprehensive qualification recognition in the field of medical device production. During the Track Record Period, we mainly engaged in the commercial production of medical reagents, medical consumables and intelligent medical devices in this product base, effectively promoting the market launch of the our products. With our strategic adjustments and the completion of our new production base, we have transitioned our production from the Cangqian Longquan Road Production Base to the new Smart Health Valley Production Base.

The Jian Space Production Base completed its renovation in January 2024 and successfully completed the change of production license in February 2024, marking its official readiness for production operations. The Jian Space Production Base mainly undertakes R&D activities and also engages in the production and sample testing of products. These production activities revolve around quality control, R&D validation, and regulatory compliance, ensuring that products meet high-standard requirements and providing significant support for our product R&D upgrades. Due to the expiration of its lease, we closed down the Jian Space Production Base as of September 30, 2025.

The Smart Health Valley Production Base finished its renovation in April 2025. We have relocation the equipment R&D and production from the Cangqian Longquan Road Production Base to this new product base in the same month. The Smart Health Valley Production Base is committed to creating a work model that integrates production and research. Through close collaboration between the production and R&D departments, it accelerates the rapid iteration of hardware products, enhances product quality and strengthens our competitiveness in the market.

As of the Latest Practicable Date, we had established a comprehensive production system, comprising a total of four production lines, all of which focus on manufacturing medical devices and medical imaging software with annual designed production capacity of 2,000 units, which are sufficient to meet the current market demands. Since the end of the Track Record Period, we have reduced the number of our production lines from nine to four due to the termination of lease of the Jian Space Production Base, with all five reduced production lines focusing on the manufacturing of medical consumables and medical reagents. We are currently in the process of establishing two more production lines in our Smart Health Valley Production Base focusing on the manufacturing of medical consumables and medical reagents, which are expected to commence production in April 2026. Our Directors are of the view that, since we have built a sufficient inventory before the change of production lines, such change will not have a material adverse effect to our manufacture or sales. During the Track Record Period and up to the Latest Practicable Date, we have not experienced any material interruption of our production process due to machinery or equipment failure, thus ensuring the continuity and stability of production activities.

In the field of medical device production, we prioritize product quality, compliance, and safe production as our core development principles. From the planning and design stages, all of our manufacturing facilities strictly adhere to China's GMP requirements. In terms of quality management system construction, we have successfully obtained ISO 13485:2016 certification, the internationally recognized quality standard for the medical device industry. Achieving this certification demonstrates that our quality management system for the entire lifecycle of medical devices meets globally recognized standards.

For production safety and environmental management, we obtained certification for production safety standardization in 2024. In the same year, we successfully completed an environmental impact assessment (EIA) and safety evaluation, obtaining expert opinion letters. The EIA thoroughly assessed the environmental impacts of our project construction and operations, proposing effective pollution control and ecological protection measures. Meanwhile, the safety evaluation systematically analyzed potential risks in the production process, providing a professional basis for safe production and further strengthening our sustainable development capabilities. In addition, we have clean room and clean areas operate at Class 10,000 and Class 100,000, constructed in strict compliance with YY 0033 "Regulations for the Production Management of Sterile Medical Devices", the international standard for clean room classification. These clean rooms are equipped to precisely control critical parameters such as air cleanliness, temperature, humidity and pressure differentials, tailored to the needs of different production processes. This ensures that the production environments meet the stringent requirements for manufacturing high-precision medical devices.

The following table sets forth the annual designed production capacity, actual production volume and utilization rate for our products in our manufacturing facility for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
AutoVision®[1]			
Designed production capacity[2](units)	800	1,520	1,140
Production volume (units)	186	864	671
Utilization rate (%)[3]	23.25%	56.84%	58.86%
KayoFlow® Automatic Cell Harvester			
Designed production capacity[4] (units)	–	40	30
Production volume (units)	–	3	14
Utilization rate (%)[3]	–	7.50%	46.67%
KayoFlow® Integrated Slide Preparation and Staining System			
Designed production capacity[4] (units)	–	40	30
Production volume (units)	–	3	14
Utilization rate (%)[3]	–	7.50%	46.67%
MetaSight® Automatic Cell Microscopic Image Scanning System			
Designed production capacity[4] (units)	200	400	300
Production volume (units)	100	181	84
Utilization rate (%)[3]	50.00%	45.25%	28.00%
Medical Consumables			
Designed production capacity[5] (units)	53,700	100,000	75,000
Production volume (units)	9,888	7,203	4,330
Utilization rate (%)[2]	18.41%	7.20%	5.77%
Reagents			
Designed production capacity[6] (units)	200,000	800,000	600,000
Production volume (units)	118,245	179,767	187,880
Utilization rate (%)[2]	59.12%	22.47%	31.31%

(1) During the Track Record Period, we sold AutoVision® by providing clients with computer devices with pre-installed AutoVision® software, instead of only offering them copies of AutoVision® software. We adopt this marketing strategy because, similar to any software products, the performance and user experience of our AutoVision® software are affected by hardware specifications being utilized. In order to ensure clients enjoy designed functionality with quality results, we customize procured computers by assemble components sourced from third party suppliers, with a focus on strong calculating capacity and stable performance under long working hours conditions. In doing so, we have our own production lines at our facility to undertake computer assembling and software installation, as well as testing run of software on computers to verify system stability and performance. Each qualified installation of AutoVision® is counted as one unit of production capacity. We plan to adopt same approach in selling AI AutoVision® in the future.

(2) Designed production capacity refers to A*B/C. A: 8 hours a day; B: 248 days a year; C: Hours required to produce a single device (hours/device). Designed production capacity of AutoVision® reflects our capacity to perform essential hardware-software integration, installation and testing processes, rather than the capacity to replicate software copies.

(3) Utilization rate refers to a measure of how effectively a production facility is being used. It indicates the proportion of the facility's designed production capacity that is actually being utilized.

(4) Designed production capacity refers to A*B/C. A: 8 hours a day; B: 248 days a year; C: Hours required to produce a single device (hours/device).

(5) Designed production capacity refers to A/B*C*D*E. A: Total annual designed capacity; B: Total days in a year (365 days/year); C: Number of production lines; D: Batch size per line per run; E: Operational runs per day.

(6) Designed production capacity refers to A*B*C*D. A: Filling efficiency (24 units/minute); B: Operation time per day (480 minutes/day); C: Number of operational days per year; D: Number of production lines.

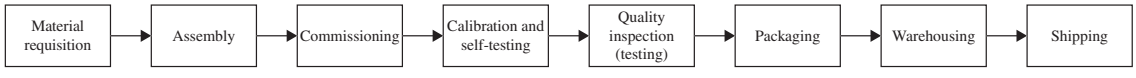
As software products, AI AutoVision® and AutoVision® are delivered to customers as part of a customized computer pre-installed with the respective software. We believe our current designed production capacity is sufficient to meet the manufacturing needs during the initial commercialization phase of AI AutoVision®. The utilization rates reflect the installation workload of the software on corresponding servers and computers, including system integration and functional validation conducted by our technical teams.

Given that AI AutoVision® and AutoVision® share the same components (central server and customized computer), the existing AutoVision® production capacity can be directly allocated and adjusted to support production and delivery of AI AutoVision®. The utilization rate for the AutoVision® production was 58.86% for the nine months ended September 30, 2025, indicating the existence of available spare capacity. As such, the remaining installed capacity of the AutoVision® production line is sufficient to meet the manufacturing and installation requirements during the initial commercialization phase of AI AutoVision®.

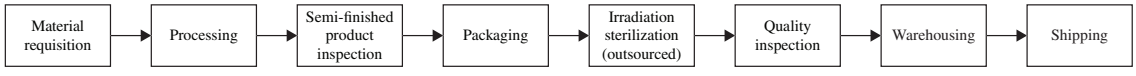
Manufacturing Process

The manufacturing process of our products is elaborated below:

- **For medical device**



- **For medical consumables**



- **For reagents**

QUALITY CONTROL

Quality Control Team

To ensure the effective quality control, we have established an independent quality department that reports directly to senior management. As of the Latest Practicable Date, our quality control team consisted of 12 employees dedicated to the quality management of our products. Our quality control team is led by Ms. Li Bo (李波), who has more than 15 years' experience in quality management in the medical device industry, including more than ten years of team management experience. She holds a bachelor's degree in biology/pharmacy, intermediate professional qualifications in medical devices and certifications such as ISO 13485 internal/external auditor. She has successfully led registration system verifications for high-risk products, including active devices, in vitro diagnostics, independent software, and sterile consumables and implementing full lifecycle quality management post-market launch. With deep expertise in regulatory requirements spanning NMPA, CE, and FDA standards, she ensures our quality system complies with both domestic and international regulations. Her leadership enables seamless coordination among the QA, QC, and QE teams, maintaining the highest quality standards across all operations. All personnel have been trained in advance and have the necessary qualifications to perform their duties. We require members of our quality control team to receive sufficient training and obtain necessary qualifications to properly deliver their duties. Assigned to different specific tasks and working under seamless coordination mechanisms, we have established a complete quality control system covering key operation procedures, from source management to finished product quality control. In particular, we have established the Unique Device Identification (UDI) system for medical devices to ensure the traceability of the product throughout its entire lifecycle.

Qualification and Certification System

We have been continuously committed to quality compliance in line with GMP standards and have obtained numerous authoritative certifications and qualifications. We passed the ISO 13485:2016 quality management system certification, which signifies that our quality management level has reached the international standard. We are holding various medical device registration certificates (including Class II and III products) and production licenses ensures that products are legally and compliantly marketed; some exported products have successfully obtained EU CE certificate and US FDA certification, meeting the market access requirements of the international market and laying a solid foundation for the global sales of products. Additionally, our risk management system is rigorously implemented in accordance with the ISO 14971 standard, enabling systematic identification, assessment, and control of potential risks throughout the product lifecycle.

For the full-process quality control measures, we implemented a tiered supplier management system, categorizing suppliers into three levels, namely strategic, key, and general levels, based on quality performance and supply capabilities. Annual on-site audits are conducted for strategic suppliers when needed. For product registration, the ISO 10993 biological evaluation standards are strictly implemented. A barcode traceability system is introduced to trace raw materials from procurement and storage to production use and final product delivery. Each batch of raw materials is subject to sampling inspection by a professional quality inspection team (IQC) according to standard inspection procedures before being put into production. We deploy a traceability system to comprehensively record material parameters, batches, inventory in/out nodes and other relevant information to ensure traceability and reproducibility.

Inventory Management

We leverage the U9C system for real-time, information-based monitoring and regularly analyze key metrics such as inventory turnover rates to continuously optimize inventory management. As of December 31, 2023 and 2024 and September 30, 2025, we had inventories of RMB27.1 million, RMB22.9 million and RMB22.8 million, respectively. Our Directors confirm that there have been no significant supply shortages or overstock situations during the Track Record Period. We regularly monitor our inventories to reduce the risk of overstocking. We regularly

monitor our inventories and endeavor to keep an optimal inventory level in line with the expected usage in the near term. Our Directors confirm that we did not experience any material shortage in supply or overstock of inventories during the Track Record Period and up to the Latest Practicable Date.

COMMERCIALIZATION AND SALES

Our commercialized products on the market mainly include AutoVision®, medical devices, reagents and consumables as well as technology licensing offerings. We have successfully established a nationwide distribution network of 75 distributors, covering over 400 healthcare centers and medical institutions in 31 provinces, autonomous regions and municipalities as of September 30, 2025. In addition to covering numerous benchmark hospitals, we have achieved 40% of admissions in China's TOP 10 hospitals, such as Peking Union Medical College Hospital (北京協和醫院) and Zhongshan Hospital affiliated to Fudan University (復旦大學附屬中山醫院). During the Track Record Period, we primarily sold our products to third party distributors, who in turn sold our products to hospitals, third-party medical laboratories and other medical institutions, to ensure that the products enter the target market efficiently. See "– Product Sales."

The AutoVision® and medical devices mainly aim to meet customer demands for intelligent upgrades to existing equipment and procurement of new medical devices. Our reagents and consumables primarily aims to provide supplementary products to customers who have purchased our medical devices, in order to provide comprehensive solution enhance customer retention and satisfaction. To address the mass and growing demand in the broader medical imaging market, we launch our technology licensing business, which include our iMed MaaS® platform and localized self-training services we provided through our self-developed SCTI server. Our iMed MaaS® platform aims to offer technology licensing to medical imaging experts and hospitals globally, which primarily consist of digital infrastructure service providers, research institutions, medical technology companies and medical institutions at the current stage. We typically entered into technology licensing agreements with terms ranging from nine to 12 months during the Track Record Period. Our SCTI server is an intelligent, integrated server specifically designed to serve hospital clinical departments and research institutions, supporting dual use cases in clinical diagnostics and research advancement.

Upon obtaining NMPA approval, AI AutoVision® is expected to be the first and, in the foreseeable future, the only intelligent chromosome karyotype auxiliary diagnostic software approved as a Class III medical device in China. Building upon our existing sales model, the commercialization of AI AutoVision® will focus on national and leading regional hospitals where advanced chromosome analysis software are in highest demand. These hospitals will serve as flagship users that can generate clinical validation and brand recognition. At the same time, AutoVision® will continue to expand its presence among tertiary and regional hospitals, ensuring broader coverage and continuity in our overall sales network. This tiered commercialization plan is designed to build differentiated yet complementary positioning within our product portfolio. AI AutoVision® will be positioned as a premium product serving complex cytogenetic analysis needs, while AutoVision® will remain a widely accessible option for routine laboratory use. Together they will form an integrated product matrix aimed at maximizing market penetration across different hospital levels in China. Following NMPA approval, we expect to:

(i). ***Building industry recognition through expert collaboration and academic activities.*** We plan to increase industry awareness of AI AutoVision® by collaborating closely with leading specialists and KOLs in reproductive healthcare and birth-defect prevention. We will actively participate in national academic conferences and professional forums. We plan to conduct on-site product demonstrations and organize product experience activities to showcase the technical capability of AI AutoVision®. We believe that these activities will enhance professional recognition of AI AutoVision®, therefore influencing hospital procurement decisions.

(ii). ***Promoting product demonstration in leading hospitals.*** We plan to select approximately 20 national hospitals and specialty medical centers across China, particularly departments in charge of chromosome karyotype analysis, as demonstration sites to promote AI AutoVision®.

(iii). ***Establishing a multi-channel sales network combining direct sales and distributorship model.*** We adopt a combined sales model integrating direct sales and distributorship, covering strategic hospitals with authorized distributors for wider regional coverage.

(iv). ***Leveraging National Policy Support.*** We noted the increase public awareness and industry-wide recognition on integration of AI-assisted diagnosis into clinical applications as proven by guides (for trial implementation) issued by NSHA in November 2024 that promote utilization of AI-assisted diagnosis in hospitals across China, where "AI-assisted diagnosis" extension item, or a new charging code, to be included under respective main category of radiological examinations, ultrasound examinations and rehabilitation-related projects. To capture potential opportunities promoted by this trend, we plan to actively promote recognition of our technology among physicians and assist hospitals to improve application of our technology in clinical services.

Sales and Marketing Team

As of the Latest Practicable Date, we had a sales and marketing team of 48 personnel in China with abundant experience in the sales and marketing in the medical device industry. The team is led by Gou Zhengmeng (苟正猛), who has a bachelor's degree in Electronic Instruments and Measurement Technology from Nanjing University of Posts and Telecommunications in 1998 and an MBA from China Europe International Business School in 2004 and more than 15 years of experiences in marketing and management in the medical industry.

Our in-house sales and marketing team is primarily responsible for the promotion of our products to medical institutions and research organizations through targeted academic marketing activities. The team actively engages with key opinion leaders (KOLs) and other industry professionals to enhance brand recognition and foster recognition within the medical community. To strengthen our market presence, our sales and marketing team regularly organizes, sponsors and participates in a variety of academic conferences and seminars, which include large-scale national and provincial conferences and events, such as the Maternal-Fetal Medicine Conference and the Annual Meeting of the Genetics Society.

Product Sales and Provision of Services

During the Track Record Period, we generated revenue primarily from medical imaging software and medical devices, technology licensing business segment and analysis and consulting services through a combination of direct sales and distributorship. The following table sets forth a breakdown of our revenue generated from direct sales and sales through distributors during the Track Record Period:

	For the year ended December 31,				For the nine months ended September 30,	
	2023		2024		2025	
	(in RMB in thousands, except for percentages)					
Direct sales	25,362	48.0%	34,640	49.2%	76,546	68.6%
Sales through distributors	27,482	52.0%	35,712	50.8%	35,070	31.4%
Total	52,844	100.0%	70,352	100.0%	111,616	100.0%

The proportion of revenue generated from direct sales increased from 48.0% in 2023 to 49.2% in 2024, which was primarily attributable to the increase in revenue from technology licensing business, which we solely conducted through direct sales channel since we launched such in September 2024. We intend to continue adopting this approach in the future. Such increase was partially offset by the decreased revenue from direct sales of medical imaging software and medical devices. The further increase in the proportion of our revenue from direct sales in the first half of 2025 was mainly driven by (i) the continuous expansion of technology licensing business as a result of growing recognition of our technology strength and product quality; and (ii) our efforts to promote sales of medical imaging software and medical devices through direct sales, particularly direct sales to hospitals by leveraging our in-house sales team's dedicated efforts, which generally carry higher selling prices compared with that of sales to distributors.

For the nine months ended September 30, 2025, our revenue from direct sales increased in absolute amount, but decreased as a portion of the total revenue from 72.3% in first half of 2025 to 68.6%, mainly due to the fact that the increase of revenue from sales of medical imaging software and medical devices to distributors exceeds the increase of revenue from technology licensing business, primarily due to strong growth in market demands for our AutoVision® and related products as a result of increased recognition of the our technology strength and product quality. Additionally, direct sales revenue from medical imaging software and medical devices reached RMB14.9 million for the nine months ended September 30, 2025, representing a significant increase compared with the nine months ended September 30, 2024.

Revenues generated from medical imaging software and medical devices, analysis and consulting services and others are recurring in nature, in the sense that customers tend to (i) make separate and repeated purchases of our upgraded generations of software and medical devices, and (ii) engage us repeatedly for analysis and consulting during different stages of their development. Revenue generated from technology licensing is one-off in nature, as customers purchase a one-time license to use our foundational model during the license term, which does not include any upgrades. If customers intend to obtain a newer version of the model, they are required to enter into separate licensing agreements with us, upon which the customers will pay separate fees. The following table sets forth a breakdown of our revenue generated from direct sales and sales through distributors by business segments during the Track Record Period:

	For the year ended December 31,				For the nine months ended September 30,	
	2023		2024		2025	
	(in RMB in thousands, except for percentages)					
Medical Imaging Software and Medical Devices						
– Direct sales	17,083	32.3%	6,129	8.7%	14,883	13.3%
– Sales through distributors	26,817	50.7%	34,709	49.3%	33,795	30.4%
Technology Licensing						
– Direct sales	–	–	19,539	27.8%	57,367	51.4%
Analysis and Consulting services						
– Direct sales	6,303	11.9%	7,291	10.4%	3,512	3.1%
Others						
– Direct sales	1,976	3.7%	1,681	2.4%	784	0.7%
– Sales through distributors	665	1.4%	1,003	1.4%	1,275	1.1%
Total	52,844	100%	70,352	100%	111,616	100%

Direct Sales

The key terms of our agreements with direct customers are summarized below:

- ***Products/scope of services.*** Each agreement expressly identifies the specific products being purchased, including model numbers, quantities and technical specifications (e.g., number of software licences and corresponding hardware components), or details the services provided, such as on-site installation and commissioning, user training and related technical assistance.

- ***Pricing and payment.*** The total contract consideration comprises the purchase price of the products, the service fee and any optional renewal service fees. Payment is generally made in instalments. For example, a prescribed deposit is payable upon devices contract execution while substantial portion of the contract price becomes due upon delivery and preliminary acceptance of the equipment, and the remaining balance is released following completion of installation, commissioning and final acceptance.

- ***Delivery, installation and acceptance.*** The agreement sets out the agreed delivery schedule, delivery location and method of delivery, and specifies the standards and procedures applicable to installation and commissioning. The agreement also incorporates detailed performance acceptance criteria together with a defined acceptance period, thereby enabling the customer to verify that the products satisfy the contractual technical requirements.

- ***After-sales service and technical support.*** We generally provide a one-year warranty period for medical imaging software and medical devices. The agreement stipulates response times, the scope of on-site support and repair obligations, the frequency and content of updates, as well as the pricing and payment terms for service renewals in subsequent years. Specifically, for medical imaging software and medical devices, after-sales service involves minor software updates free of charge, such as bug fixes to address anomalies in front-end display and technical support, system optimization to enhance image loading performance and address lagging issues, and compatibility adjustments to adapt to operating system updates and external hardware, which are implemented not on any set frequency but rather on a customer-initiated as-needed basis to ensure stable operation of the software. During the Track Record Period, users of AutoVision® experienced approximately one to two times of such minor software updates per year. These minor software updates do not occur automatically prompted by the system, but are all initiated by the customers. We also provide technical support for medical imaging software and medical devices, including on-site training and telephone support. For technology licensing, we do not provide AI model upgrades or updates as part of our after-sales service, and technical support is limited to basic technical assistance relating to the implementation or use of the licensed technology not on any set frequency but rather on a customer-initiated as-needed basis.

  For our existing customers of AutoVision® who intend to upgrade to AI AutoVision® once commercialized, we intend to treat such upgrade as a separate purchase of new generation of the software and charge the market price of AI AutoVision® for such upgrade.

- ***Liability.*** The agreement outlines the liability and compensation framework applicable to breaches by either party, including, without limitation, delays in delivery or installation, late payment, or failure of the products to achieve the agreed performance metrics.

Distribution

Distributor Network

We maintain a nationwide sales network of 75 distributors, covering over 400 hospitals, healthcare centers and medical institutions in 31 provinces, autonomous regions and municipalities in China as of September 30, 2025. We also rely on third-party distributors to market our products, which is in line with the industry norm. In the industry we operated, it is customary to rely on distributors for the sales of our products to hospitals, healthcare centers and other medical institutions.

We select our distributors based on their scale, business, operation and distribution advantages in the medical imaging industry. In addition, they are required to hold the necessary business licenses and permits to sell medical devices within their respective jurisdictions and must have established strong relationships with hospitals and physicians in their designated regions. We review the qualifications of our distributors when our contracts with them are due to be renewed. During the Track Record Period, none of our distributors had any past or present relationship (business or otherwise) with our Group, our shareholders, directors, senior management or any of their respective associates. Our relationship with our distributors is a buyer and seller relationship. They are our customers and they do not act on our behalf when dealing with their own customers, and we have no management control over their order placement, inventory management, or resale activities. They place orders with us if, when and for amounts they deem appropriate.

We have maintained a good collaboration relationship with each of the distributors we cooperated with as of the Latest Practicable Date. We believe, all of the distributors have strong incentives to maintain good relationship with us. We believe that our close relationships is mutually beneficial to both parties, and it is unlikely that our relationship with the distributors will materially adversely change or terminate in the near future.

The following table sets forth the total number of our distributors and their movement during the Track Record Period.

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Number of distributors at the beginning of the period	52	58	72
Number of distributors increased during the period	40	42	46

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Number of distributors decreased during the period	34	28	43
Number of distributors at the end of the period	58	72	75

During the Track Record Period, the new distributors we had each year were primarily due to the growth of our business and expansion of our sales network. The changes in the number of distributors during the Track Record Period were primarily related to changes in the distributors of reagents and consumables, which primarily attributable to (i) adjustments in procurement channels by targeted hospitals, and (ii) internal business restructurings within distributors, such as transfers of distribution rights among their subsidiaries or optimization of regional coverage. Our Directors are of the view that, these changes are in line with normal industry practices driven by downstream customers' procurement management and distributors' strategic adjustments, and have not had any material adverse impact on the continuity or stability of our business. Moreover, fluctuations in the number of distributors during the Track Record Period were also due to termination of the distribution agreements because such distributors failed to meet the terms or the sales target set forth in the distribution agreement. We have implemented a structured distributor network optimization mechanism to ensure the orderly management and continuous improvement of our distribution channels. This mechanism allows us to regularly assess and refine our distributor network, ensuring alignment with our strategic objectives and market demands. By closely monitoring distributor performance and capabilities, we can identify opportunities for enhancement, replace underperforming distributors, and strengthen partnerships with high-performing ones, thereby maintaining an efficient and effective distribution network. During the Track Record Period, we had no material disputes or litigation between us and the terminated distributors.

In addition, we generally do not prohibit our distributors to sell their products to sub-distributors based on business needs.

Management of Distributors

The goals of our management of distributors are to ensure a healthy and orderly market for our products, to maintain high visibility of and accurately understand the sales performance of our distributors and demand for our products, and to build and protect our products and brand reputation. To that end, we and our distributors generally enter into a distribution framework agreement with a term of one year, considering the distributors' operating qualifications, previous performance, sales experience in local area and other relevant factors. For distributors whom we appoint for the first time, we generally grant an initial term of one year. If such distributors fail to meet the terms set forth in the distribution agreement or the sales target over the one-year period.

We conduct review of our distributors based on their financial performance, business performance and regulatory compliance. Financial performance of our distributors is primarily evaluated by their credit records with us, while business performance is assessed based on sales achievements, particularly whether they meet the target order amount. We also review their compliance with applicable laws and regulations. Based on the results of these reviews, we may implement tailored incentive mechanisms to encourage and reward high-performing distributors. Our sales and marketing team monitors, manages and supports the activities of our distributors to help ensure that they comply with our guidelines, policies and procedures.

In order to better penetrate local markets, we do not prohibit our distributors to engage sub-distributors to help them market and sell our products. The sub-distributor arrangement enables us to extend our market presence by deepening market penetration, capitalizing on their understanding of local markets. We do not enter into agreements with sub-distributors, relying instead on our distributors to manage and supervise the sub-distributors they engage. Given our robust channel management abilities, we believe our sales accurately reflect actual end-customer demand, mitigating risks of channel stuffing and cannibalization.

Prevention of Cannibalization

In order to avoid cannibalization of sales among our distributors, we adopt the following measures:

- **Region restrictions.** We authorize distributors to sell our products only within their designated regions. Additionally, we authorize only one distributor to sell to a specific customer, in order to prevent authorization conflicts between distributors and to avoid cannibalization of sales among distributors.

- **End customer monitoring.** Our sales and marketing team visits hospitals where our products are sold to understand which distributors they work with and we require our distributors to report periodically to us their sales to hospitals. Our sales and marketing team collects and reviews our product sales data and usage information to the extent possible. During our day-to-day operations and through conferences, seminars, physician education programs and other activities that we attend, we also monitor the actual usage of our products and collect feedback on our products and information on potential market conflict.

- **Mutual supervision.** After our independent verification of such reported behavior, we may penalize the relevant distributors according to the distribution agreements and our internal policies, such as termination of relevant distribution agreements.

- **Accountability.** Distributors that violate our distribution agreements or policies may also be liable to pay damages.

We adopt a clear product differentiation strategy for AI AutoVision® and AutoVision®. The two products address different customer needs and can be deployed in a complementary, rather than substitutive, manner. Based on distinctive product functionality and specifications between AI AutoVision® and AutoVision®, we plan to adopt different pricing strategy to address needs from different customer groups. AI AutoVision® will be priced as a premium solution reflecting its AI-driven capabilities, while AutoVision® maintains a cost-effective pricing structure tailored to budget-constrained institutions. In addition, for existing AutoVision® users who would like to purchase AI AutoVision®, we will offer an upgrade option to maintain a balance between existing users and new customers. We use structured product segmentation and differentiated pricing strategy to minimize overlap and effectively prevent internal market cannibalization while expanding our overall coverage across different levels of medical institutions.

Anti-corruption and Anti-bribery Measures

Our agreements with our distributors have set out anti-bribery and anti-corruption obligations for the distributors, under which distributors (i) are prohibited from providing or promising any form of improper benefits, directly or indirectly, to persons who may affect and make decisions on cooperation; and (ii) are required to comply with and require their employees to comply with applicable anti-bribery laws and regulations. Furthermore, we reserve the right to take actions and pursue any other legal rights available to us against the non-compliance of distributors.

Additionally, as advised by our PRC Legal Adviser, the National Health and Family Planning Commission of China has published Provisions on the Establishment of Commercial Bribery Blacklist in the Pharmaceutical Purchase and Sales Industries (《關於建立醫藥購銷領域商業賄賂不良記錄的規定》) in 2013 with respect to anti-corruption and anti-bribery compliance by distributors and sub-distributors, which came into effect in March 2014 and stipulates that public medical and health institutions, in their medical procurement processes, will not purchase from or will give lower bid ranking to parties who are included in this blacklist depending on the occurrences of commercial bribery. To the knowledge of the Company, none of our employees and distributors was or has been the subject of, or otherwise involved in, complaints, investigations, or regulatory enquiries in relation to, any bribery or kickback arrangements during the Track Record Period and up to the Latest Practicable Date.

Summary of Key Terms of Distribution Agreements

We do not allow overlap of distributors among hospitals for the same product. Distribution relationships between our distributors and the respective hospitals are exclusive. Our distributors are responsible for collecting payments from hospitals, and are required to pay us for the products regardless of whether they receive payments from the hospitals. We generally issue our invoice to each distributor when such distributor places an order for our products and product delivery has been completed.

Set forth below is a summary of standard distribution agreement that we entered into with our distributors during the Track Record Period.

- ***Distributorship.*** We undertake the basic obligations of supplying products to the distributors, after-sales service, and installation deployment. The distributor is responsible for selling products within specific sales territory and meeting the sales targets.

- ***Term.*** Our standard distribution agreement typically has a term of no more than one year, with a good faith option to renew upon expiration.

- ***Pricing.*** We typically set an agreed-upon unit price, which may be subject to negotiation in certain circumstances.

- ***Annual sales targets.*** We typically set annual sales targets on a calendar-year basis, requiring distributors to purchase and pay us a specified amount within the year.

- ***Payment and credit terms.*** We generally grant credit terms of 30 days to our distributors.

- ***Product returns.*** Generally, products returns will be made if the products are substandard or if there are changes in the specific configurations.

We regularly evaluate the performance of distributors primarily based on the amount of products they purchase from us during a specific period. During the Track Record Period, our distributors did not materially breach our contract terms, and we did not have any disputes with them relating to the settlement of trade receivables. As of the Latest Practicable Date, we were not aware of any potential abuse or improper use of our name by our distributors which could adversely affect our reputation, business operation or financial contribution.

Marketing Activities

We have adopted a range of marketing strategies, including academic marketing and organizing academic conferences. Currently, we primarily promote our products and product candidates through academic promotion activities, aiming to enhance brand awareness and establish collaborative relationships with leading researchers, key opinion leaders (KOLs), physicians, and hospitals in China. We believe that frequent communication and product demonstrations enable us to maintain strong working relationships with these KOLs and hospitals, helping them become familiar with our products and product candidates. If these KOLs and hospitals develop a favorable opinion of our offerings, they may recommend our products and product candidates in their publications, presentations at industry conferences, or training sessions for other physicians, further supporting our market penetration and reputation.

Additionally, we have been actively expanding into international markets, striving to establish a comprehensive global product presence. To better serve our global customers, we have optimized the English-language user interface and developed product materials in multiple languages, including English and Portuguese. We participated in the European Human Genetics Conference (EHG) in Milan, Italy in 2025.

Pricing

The prices of our products are determined in the following manner. Our AutoVision®, medical devices, reagents and consumables are also sold to distributors. With respect to the prices at which our products are sold to our distributors (the "Ex-factory Prices"), we determine such prices based on a number of factors such as our costs and expenses, market conditions in different regions and the competitive landscape for each product. We may adjust these prices from time to time in response to changes in market dynamics, competition and cost structure. We have conducted extensive market research on competing products and bidding outcomes before pricing our products. Our detailed pricing strategy for AI AutoVision® will be further adjusted following the Class III medical device approval from the NMPA, based on the then-prevailing market environment, benchmarked against existing testing methods, with a cost-plus margin approach that ensures competitiveness while reflecting the higher efficiency and accuracy of AI AutoVision®. For new users, the indicative ex-factory price is expected to range between RMB 2.0 million and RMB2.5 million per unit. For existing AutoVision® users, we intend to offer an optional upgrade solution to AI AutoVision®. AI AutoVision® includes all features of AutoVision® and provides enhanced analytical accuracy and efficiency, which makes them entirely independent software operating on hardware platforms with similar requirements. Therefore, such optional upgrade entails the deletion of AutoVision® and installation of AI AutoVision® without switching the underlying customized computer. We will review our pricing strategy every six months and may make adjustments to reflect market developments, cost factors and product positioning in order to maintain competitiveness and sustainable profitability.

With respect to the prices at which our products are resold to hospitals by distributors, we generally do not allow our distributors to sell our products to the hospitals at prices lower than the prices set in the distribution agreements. We are generally required to, and sometimes voluntarily choose to, participate in public tender processes organized by government agencies or the relevant hospitals, to determine such prices. Before such tender processes, our management team will work together with our sales and marketing team to determine the acceptable price range and our bidding strategy.

Risk Assessment of Geopolitical Tensions

While we expect to explore opportunities for both AI AutoVision® and AutoVision® in overseas markets, certain geopolitical tensions such as trade restrictions might cause material adverse impact on our business operations. See "Risk Factors — Risks Relating to Our General Operations — Changes in geopolitical relationships, barriers to trade or escalation of trade disputes, including the imposition of trade restrictions and sanctions, could negatively affect demand for our products and services, and consequently could have a material adverse effect to our business". However, after careful assessment and with the support of our legal advisers, our Directors are of the view that the direct and indirect impacts of trade restrictions and tariffs, including the BIOSECURE Act targeting biotechnology companies, and the EU's restrictions on Chinese medical device manufacturers from public tenders, on our overseas expansion strategies are relatively limited. The assessment is based on the following considerations:

- ***Technological Independence***. Our Core Product AI AutoVision® is self-developed with proprietary technology with no reliance on foreign intellectual property or supply chains that could be disrupted by geopolitical tensions or regulatory changes.

- ***Resilient Domestic Market***. We maintain a strong presence and business growth in the PRC market, which serves as a stable foundation for our operations and revenue. This resilience lessens the potential adverse impact of restrictions in certain overseas markets.

- ***Localized Strategies in Overseas Markets***. We plan to implement tailored and asset-light localization strategies in our overseas markets primarily through experienced local distributors. We typically enter into buy-sell relationship with distributors who possess in-depth knowledge of local regulatory frameworks, registration procedures and compliance requirements, and can assist us in coordinating with local regulatory authorities, facilitating product registrations and promoting compliance with applicable laws and regulations. In addition, local distributors maintain established relationships with hospitals and physicians and are familiar with local clinical practices, procurement processes and product usage needs, which enables us to better align our commercialization strategies with local clinical requirements and thereby enhance market acceptance. Furthermore, leveraging local distributors allows us to utilize established local distribution networks and commercial infrastructure, reducing the need to build extensive direct operations in each jurisdiction and providing greater operational flexibility in responding to regulatory or geopolitical uncertainties in overseas markets. Finally, we have strategically chosen not to target the United States as a core overseas market, thereby reducing direct exposure to uncertainties associated with the China-U.S. trade conflict and regulatory developments such as the BIOSECURE Act.

- ***Limited Exposure to EU Public Procurement Restrictions***. While the European Union has introduced certain restrictions on Chinese medical device manufacturers' participation in public procurement tenders, we believe the potential impact on our business is relatively limited. Our current and planned market entry strategies in Europe primarily focus on commercial sales through distributors and collaborations with medical institutions rather than participation in large-scale public procurement tenders. In addition, our products are still in the early stages of international commercialization, and Europe does not currently represent a material revenue contributor to our operations. As such, the EU's procurement restrictions are not expected to materially affect our current business operations or near-term overseas expansion plans.

- ***Legal and Regulatory Compliance***. As of the Latest Practicable Date, we have been in compliance with applicable international trade laws and regulations. No material legal impediments have been identified that would prevent our planned expansion into selected overseas markets.

- ***Business Partner, Customer and Supplier Relationships***. As of the Latest Practicable Date, we have not experienced any significant impact on relationships with current or potential customers, suppliers, or government authorities as a result of these trade restrictions. Our diversified supplier base and proactive communication with stakeholders have helped maintain stable business operations with our business partners, customers and suppliers.

Having considered the representations and confirmations from the Company and the due diligence work performed by the Sole Sponsor, including (i) discussed with the Company and the PRC Legal Adviser to understand the impacts of the trade restrictions and tariffs on the Group's business; (ii) conducted due diligence interview with the industry consultant of the Company to understand if the Company maintains a strong presence and business growth in the PRC market; (iii) conducted due diligence interviews with the Group's major customers and suppliers during the Track Record Period to understand the Group's business cooperation and relationship with such customers and suppliers; and (iv) reviewed the internal control report and discussed with internal control consultant of the Company to understand the internal control measures adopted by the Group to mitigate the potential risks of trade restrictions and tariffs, nothing has come to the Sole Sponsor's attention that would cause them to cast reasonable doubt on the Directors' view as set out above in any material respects.

STRATEGIC COOPERATIONS

Cooperations with Tencent

In 2025, we entered into a strategic cooperation framework agreement with Tencent, a leading provider of cloud computing and AI technologies in the PRC, to integrate our strengths in medical imaging AI with Tencent's expertise in cloud services, modular AI algorithm output capabilities and comprehensive marketing resources. This collaboration aims to create a multi-modality intelligent central system, leveraging our iMedImage® foundation model, intelligent device R&D capabilities, and intelligent medical imaging devices. Together, we will provide a solution for global smart healthcare, establishing a China-driven pathway for intelligent medical imaging advancement and precision healthcare services.

Under this collaboration, we will work closely with Tencent to enhance the efficiency of technology deployment and product delivery, and to strengthen the connection between R&D, clinical application and market rollout. The parties aim to deliver integrated solutions that leverage AI and cloud computing to address key challenges in medical imaging AI. By aligning resources and capabilities, both parties seek to capture strategic opportunities in the medical AI sector and reinforce the long-term competitive position within the intelligent healthcare chain. The parties will enter into separate detailed agreements for specific cooperation projects. The strategic cooperation agreement is a non-exclusive framework agreement.

Cooperations with H3C

In 2025, we entered into a strategic cooperation framework agreement with H3C (新華三), a leading provider of digital infrastructure and solutions in the PRC, for a term of five years. The purpose of this cooperation is to accelerate the commercialization of our SCTI server ("integrated product"), which is designed to address the growing demand for intelligent medical imaging products in the domestic healthcare market.

Under this cooperation, we are principally responsible for providing the core algorithms of our iMedImage® foundation model, together with the related software platform, application interfaces, and ongoing technical support and updates. We will also collaborate with H3C to complete the integration testing, performance validation and product optimization of the integrated product. During the cooperation, we will procure from H3C hardware equipment (including but not limited to servers, GPU computing cards, storage devices and networking equipment) for the production and deployment of the integrated product. H3C, in turn, will be responsible for driving the market rollout of the integrated product, and for providing the associated hardware technical support, after-sales services and delivery assurance.

Through this collaboration, we and H3C intend to combine our advanced AI-driven medical imaging technologies with H3C's digital infrastructure capabilities and extensive industry resources to deliver integrated medical imaging products that respond to the evolving needs of healthcare institutions.

Salient Terms of Our Strategic Cooperations Agreements

We set out below a summary of the salient terms of a typical agreement for our strategic cooperations:

Respective roles and responsibilities. We are typically responsible for providing the core algorithms, software platform, application interfaces, and ongoing technical support and updates, as well as product testing, validation, and optimization. Our collaborators or cooperation partners are generally responsible for integrating technical resources, sharing market resources, product promotion, and market expansion.

Intellectual Property. Each party retains ownership of its pre-existing intellectual property. The ownership of intellectual property arising from joint development will be determined in accordance with a separate agreement to be entered into by the parties.

Dispute Resolution. Disputes are generally resolved through mutual negotiation between the parties. If negotiation fails, the dispute may be resolved through litigation.

SUPPLIERS AND PROCUREMENT

During the Track Record Period, our suppliers consisted primarily of (i) computing power service providers; (ii) suppliers providing materials, reagents, consumables and components required for manufacturing medical devices and R&D; and (iii) suppliers providing legal consulting, headhunting and testing services. All of our suppliers were Independent Third Parties. We select our suppliers based on our established procurement control procedures and industry standards of different types of materials. We maintain a list of qualified suppliers and backup suppliers that meet the industry standards and review their qualifications annually. We enter into procurement agreements with suppliers based on our company's standard agreement.

Majority of raw materials, consumables, equipment and packaging materials we procure for our product development and production are widely available. We primarily source materials domestically to ensure a reliable and efficient supply chain. During the Track Record Period, only a small proportion of raw materials, consumables, equipment and packaging materials were imported from Germany and Japan. To monitor the quality of supplies, we implement a standardized operating system by establishing procedures and guidelines for the procurement of raw materials. See "— Quality Control." During the Track Record Period, we purchased key components and raw materials from numerous suppliers based on the needs of the research and development of our product candidates and the production plan, and we did not experience any shortage or delay in the supply of key components and raw materials.

For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2025, our purchases from our largest supplier in each year/period accounted for 12.8%, 12.3% and 15.3%, respectively, of our total purchases during the corresponding periods, and purchases from our five largest suppliers in each year/period in the aggregate accounted for 37.3%, 34.2% and 31.2% respectively, of our total purchases during the corresponding periods. The following table sets forth details of our five largest suppliers during the Track Record Period:

Supplier	Purchase amount	% of total purchase in the same period	Year of commencement of business relationship	Products/ Services provided to us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)									
For the nine months ended September 30, 2025										
Supplier K .	15.8	15.3%	2025	Computing power service	Telegraphic transfer	Advance payment	2023	Zhejiang Province	10.0	A privately-owned enterprise specializing in computing platforms, data processing, and intelligent computing services

Supplier	Purchase amount	% of total purchase in the same period	Year of commencement of business relationship	Products/ Services provided to us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)									
Supplier F .	5.0	4.8%	2022	Instrument components	Telegraphic transfer	Advance payment	2001	Zhejiang Province	82.5	A privately-owned company specializing in optical instruments and an affiliate of Sunny Optical Technology (Group) Co., Ltd. (2382.HK)
Supplier I. .	4.8	4.7%	2025	Computing power service	Telegraphic transfer	Advance payment	2024	Gansu Province	20.0	A privately-owned company specializing in computing platforms, data processing, and intelligent computing services
Supplier L .	3.3	3.2%	2024	Computing power service	Telegraphic transfer	Advance payment	2024	Zhejiang Province	5.0	A privately-owned company specializing in computing platforms, data processing, and intelligent computing services
Supplier J. .	3.3	3.2%	2025	Computing power service	Telegraphic transfer	Advance payment	2018	Zhejiang Province	1.0	A privately-owned company specializing in computing platforms, data processing, and intelligent computing services
Total . . .	**32.2**	**31.2%**								
Year ended December 31, 2024										
Supplier A .	7.8	12.3%	2023	Engineering	Telegraphic transfer	One month	2017	Zhejiang Province	RMB5.0 million	A privately-owned company specializing in decoration engineering
Supplier B .	4.6	7.1%	2020	Decoration	Telegraphic transfer	One month	1994	Zhejiang Province	RMB100.1 million	A privately-owned company specializing in decoration engineering
Supplier C .	4.1	6.4%	2023	Digital marketing	Telegraphic transfer	One month	2016	Beijing	RMB23.6 million	A privately-owned company specializing in digital marketing for B2B pharmaceutical solutions

Supplier	Purchase amount	% of total purchase in the same period	Year of commencement of business relationship	Products/ Services provided to us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)									
Supplier D .	2.9	4.6%	2022	Microscopic imaging and precision control system	Telegraphic transfer	Advance payment	2009	Fujian Province	USD0.6 million	A privately-owned company specializing in medical equipment and devices
Supplier E .	2.4	3.8%	2024	Medical devices	Telegraphic transfer and acceptance	Advance payment	2022	Jiangsu Province	RMB1.0 million	A privately-owned company specializing in medical equipment and devices
Total . . .	**21.8**	**34.2%**								
Year ended December 31, 2023										
Supplier F .	7.5	12.8%	2022	Instrument components	Telegraphic transfer and acceptance	Advance payment	2001	Zhejiang Province	RMB82.5 million	A privately-owned company specializing in optical instruments and an affiliate of Sunny Optical Technology (Group) Co., Ltd. (2382.HK)
Supplier G .	5.2	8.9%	2023	Decoration	Telegraphic transfer	One month	2019	Shanghai	RMB59.9 million	A privately-owned company specializing in decoration engineering
Supplier H .	3.3	5.7%	2022	Financing advisory service for (Series C capital contribution)	Telegraphic transfer	One month	2015	Beijing	RMB10.0 million	A privately-owned company specializing in financing advisory services
Supplier B .	3.3	5.6%	2020	Decoration	Telegraphic transfer	One month	1994	Zhejiang Province	RMB100.1 million	A privately-owned company specializing in decoration engineering
Supplier A .	2.6	4.3%	2023	Engineering	Telegraphic transfer	One month	2017	Zhejiang Province	RMB5.0 million	A privately-owned company specializing in decoration engineering
Total . . .	**22.0**	**37.3%**								

During the Track Record Period, certain newly-engaged suppliers became our major suppliers as a result of our rapid increased demands for computing power driven by the development and training of our medical imaging foundation model. Our purchases from them were commercially justified and consistent with market practice.

Supplier I, an Independent Third Party, is a wholly-owned subsidiary of an established cloud computing and data center operator founded in 2014. Supplier I and its parent company deploys a large-scale compute cluster, which forms part of a national computing hub node in China. It had several thousand racks in operation, sufficient to support our anticipated expansion needs. In 2024, we became acquainted with the parent company of Supplier I through industry summits and computing resource connection events. Following commercial discussions and the completion of our internal supplier onboarding and qualification review procedures, we enter into procurement arrangements directly with Supplier I, a local entity of such established cloud computing and data center operator. Taking into account policy support, resource scale, commercial terms and the parent company's credit profile, we considered Supplier I's comparable to or better than long-established suppliers.

Supplier F, an Independent Third Party, is a member of a Hong Kong-listed optical technology group, focusing on microscopic optical R&D, manufacturing and services. In 2022, we identified potential instrument component suppliers through product benchmarking and market price inquiries and, after comparative selection, included Supplier F in our approved supplier list and commenced cooperation. Supplier F has an established operating history, scale and business scope, and our purchases from it aligned with its principal business.

Suppliers J, K and L are specialized computing power providers located in an industrial park in Hangzhou, where many enterprises engaging in computing power services and related infrastructure development business are located within, forming a dedicated community and offer convenient services to related purchasers. In late 2024 and early 2025, large-model technologies rapidly developed and computing power demand in the PRC rose sharply. In the meantime, we commenced the development of our iMedImage® version 5.0 in 2024, which significantly drove up our needs for computing power used for training and development tasks. For details on iMedImage® version 5.0 development, please see "Business — Our Product Portfolio — Medical Imaging Software — R&D Efforts — Core Product: AI AutoVision® — Late 2022-2025 and beyond: General-architecture upgrades and advancement of clinical validation". We were introduced to Suppliers J, K and L separately through coordination and recommendation by the park management office, subsequent to which, we conducted background due diligence, including desktop search on information available on public channels such as their official websites, visiting industry events and enterprise information platforms, and conducting market inquiries. We also compared their qualifications with other suppliers inside or outside the park. Prior to commencing large-scale procurement, we completed evaluation procedures, including reviewing their business licenses, shareholder background, data center conditions and conducting small-scale trial runs to assess the compatibility, stability and service responsiveness of the computing resources provided. We increased procurement volumes from Suppliers J, K and L only after confirming that their quotations were reasonable, compute quality was stable and service responsiveness met our needs.

In selecting suppliers, we adopt cautious approach to ensure service quality and mitigate risks associated with creditability, concentration and/or reliance. In doing so, we assign staff to conduct regular review on suppliers' information, and take efforts to ensure multiple suppliers get involved in offering key products or services. During the Track Record Period, we have never experienced any short of supply and/or disruption that caused material and adverse impact to our business operations.

We confirm that each of our Major Suppliers is an independent third party. In addition, based on our best knowledge after duly enquiry, we confirm that we do not have any other past or present relationships or dealings (including family, business, employment, trust, financing, shareholding or otherwise) between our Major Suppliers in each of the years/period comprising the Track Record Period and we, our respective subsidiaries, shareholders, directors or senior management, or any of their respective associates, apart from their role as suppliers of us.

Key Terms of Supply Agreements

Set forth below is a summary of standard supply agreement that we have entered with our suppliers.

- ***Term***: Typically with a term of one year, during which we can place orders as needed.

- ***Pricing***: The agreed unit price is determined based on a comprehensive assessment of the production costs, delivery costs, taxes and insurance.

- ***Delivery***: Suppliers are generally responsible for delivering the order to our designated warehouses within a specified time period.

- ***Payment***: Procurement costs are generally determined based on the unit price and quantities specified in the supply agreement. In general, we may either (i) pay in advance; or (ii) pay within one month upon the successful delivery.

- ***Inspection and acceptance***: Suppliers of certain equipment are responsible for installation and the warranty period is generally one to three years for equipment and reagents/consumables and up to five years for electronic equipment, after the site acceptance test.

CUSTOMERS

During the Track Record Period, we primarily provide medical imaging software, medical devices, and technology licensing offerings through a combination of direct sales and distributorship. Our customers during the Track Record Period primarily included digital infrastructure service providers, research organizations, medical institutions, hospitals, third-party medical laboratories and distributors. Specifically, digital infrastructure service providers are providers of digital technologies and platforms, such as software systems and data processing capabilities, which support the digital operations of businesses and institutions. These customers are generally companies that operate in, or intend to expand into, the healthcare and medical industry, who enter into technology licensing agreements with us to upgrade or enhance their existing products and services by integrating AI-enabled capabilities, thereby differentiating their offerings and strengthening their competitiveness in the market.

For the years ended December 31, 2023 and 2024 and for the nine months ended September 30, 2025, our revenue generated from our largest customer in each year/period accounted for 22.4%, 14.3% and 15.7% of our total revenue during the corresponding periods, respectively, and revenue from our five largest customers in each year/period in the aggregate accounted for 47.0%, 46.0% and 56.0% of our total revenue during the corresponding periods, respectively. The table below summarizes the sales to our five largest customers for the periods indicated:

Customer	Revenue contribution	% of total revenue	Year of commencement of business relationship	Products/Services provided by us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)								*(RMB in million)*	
For the nine months ended September 30, 2025										
Customer J	17.5	15.7%	2025	Technology licensing	Telegraphic transfer	Advance payment	2025	Zhejiang Province	100.0	A privately-owned AI computing platform and software solutions provider, which licenses our model for the development of medical models and customized platforms for its hospital customers

Customer	Revenue contribution	% of total revenue	Year of commencement of business relationship	Products/Services provided by us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)								*(RMB in million)*	
Customer K.	16.3	14.6%	2025	Technology licensing	Telegraphic transfer	Advance payment	2018	Shanghai	50.0	A privately-owned AI research and application institution, which licenses our model for the customized application of imaging and multi-modal models for its government clients
Customer L.	12.9	11.6%	2025	Technology licensing	Telegraphic transfer	Advance payment	2015	Zhejiang Province	10.0	A privately-owned cloud service provider, which licenses our model for the development of proprietary medical models
Customer N.	10.4	9.3%	2025	Technology licensing	Telegraphic transfer	Advance payment	2020	Shanghai	60.0	An enterprise that provides intelligent computing and AI solutions, which licenses our model for the customized development of medical models for its government and university clients
Customer M. . . .	5.3	4.8%	2025	Medical devices	Telegraphic transfer	Advance payment	1993	Guangdong Province	50.0	A state-owned enterprise specializing in the import and export of scientific research instruments and related products
Total . . .	**62.4**	**56.0%**								

Customer	Revenue contribution	% of total revenue	Year of commencement of business relationship	Products/Services provided by us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)								*(RMB in million)*	
Year ended December 31, 2024										
Customer A .	10.0	14.3%	2024	Technology licensing	Bank transfer	One year	2021	Jiangsu Province	100.0	A privately-owned intelligent edge cloud service provider, which licenses our model to deliver customized model solutions to healthcare industry customers through telecommunications operator channels
Customer B .	9.5	13.5%	2024	Technology licensing	Bank transfer	One year	2023	Shanghai	10.0	A privately-owned information system integration and digital technology services provider, which licenses our model for model training and platform customization in its hospital projects
Customer C .	4.8	6.8%	2024	Medical devices	Bank transfer	No fixed term, per contract	2003	Zhejiang Province	399.0	A privately-owned company specializing in integrated solutions for birth defect prevention
Customer D .	4.4	6.2%	2021	Medical devices	Bank transfer	No fixed term, per contract	2016	Guangdong Province	2.0	A privately-owned company specializing in medical devices for reproductive genetics and clinical testing
Customer E .	3.7	5.2%	2023	Medical devices	Bank transfer	No fixed term, per contract	2008	Guizhou Province	0.5	A privately-owned company specializing in medical device sales and trading
Total . . .	**32.4**	**46.0%**								

Customer	Revenue contribution	% of total revenue	Year of commencement of business relationship	Products/Services provided by us	Payment method	Credit terms	Year of incorporation	Location	Size of business (Registered capital)	Background
	(RMB in million)								*(RMB in million)*	
Year ended December 31, 2023										
Customer F.	11.8	22.4%	2021	Medical devices	Bank transfer	Five-year installment payment	2009	Hunan Province	2.0	A privately-owned company specializing in genetic medicine and biotech healthcare services
Customer G.	5.5	10.5%	2021	Medical device trading	Bank transfer	No fixed term, per contract	2019	Zhejiang Province	3.0	A privately-owned company specializing in medical device distribution
Customer H.	3.0	5.8%	2022	Analysis and Consulting services	Bank transfer	Six months	1953	Zhejiang Province	NA	A public specialist hospital providing comprehensive women and children's healthcare services
Customer D.	2.2	4.2%	2021	Medical devices	Bank transfer	No fixed term, per contract	2016	Guangdong Province	2.0	A privately-owned company specializing in medical devices for reproductive genetics and clinical testing
Customer I.	2.1	4.1%	2021	Medical devices	Bank transfer	No fixed term, per contract	2019	Zhejiang Province	1.0	A privately-owned company specializing in software development and IT services
Total . . .	**24.6**	**47.0%**								

Customer D was one of our five largest customer in each of 2023 and 2024. We sold medical devices to Customer D in 2023 and 2024. In 2023 and 2024, the revenue generated from such company represented 4.2% and 6.2% of our total revenue. In separate transactions, we also engaged Customer D on a one-off basis to provide conference arrangement and reception services for an academic seminar hosted by our Company in 2024, with the total transaction amount accounted for less than 0.03% of our total purchase in 2024. Other than this one-off transaction, we did not purchased any other services or goods from Customer D during the Track Record Period. Our Directors have confirmed that all revenue generated from and purchases made with Customer D were conducted in the ordinary course of business and on normal commercial terms. The terms of our agreements with Customer D were substantially consistent with those entered into with our other customers and suppliers.

During the Track Record Period, none of our Directors, or any Shareholders, who, to the knowledge of our Directors, owns more than 5% of our issued share capital immediately following the completion of the Global Offering nor any of their respective associates had any interest in any of our five largest customers.

AWARDS AND RECOGNITIONS

The following table sets out a summary of the major awards and recognition we have received as of the Latest Practicable Date:

Year Granted	Award/Recognition	Granting Authority
2025	First Prize in Scientific Achievement under the National Maternal and Child Health Science and Technology Award (全國婦幼健康科學技術獎科技成果一等獎)	Chinese Maternal and Child Health Research Society (中國婦幼健康研究會)
2025	Forbes China Pioneer Innovators in Industry Development (福布斯中國行業發展領創者)	Forbes China, Frost & Sullivan
2023	International First (Set) Equipment (國際首台(套)裝備)	Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部)
2023	First Prize in Scientific Innovation from the China Birth Defects Prevention and Relief Foundation (中國出生缺陷干預救助基金會科技成果獎一等獎)	China Birth Defect Intervention and Relief Foundation (中國出生缺陷干預救助基金會)
2023	Specialized and Sophisticated Little Giant Enterprise (專精特新"小巨人"企業)	Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部)
2022	Awarded Participant in the Artificial Intelligence Medical Device Innovation Challenge (人工智能醫療器械創新任務揭榜入圍單位)	Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部), the NMPA
2019	National Technology SME (國家科技型中小企業)	Zhejiang Provincial Department of Science and Technology (浙江省科學技術廳)

INTELLECTUAL PROPERTY

We recognize the importance of intellectual property rights to our business and are committed to the development and protection of our intellectual property rights. Our future commercial success depends, in part, on our ability to obtain and maintain patent and other intellectual property and proprietary protection for commercially important technologies, inventions and know-how related to our business, to defend and enforce our patents, to preserve the confidentiality of our trade secrets, and to operate without infringing, misappropriating or otherwise violating the valid, enforceable intellectual property rights of others. We have developed a significant portfolio of intellectual property rights to protect our key technologies and product candidates. As of the Latest Practicable Date, we had 56 patents, 18 registered trademarks, 23 software copyrights and nine domain names registered in Chinese mainland, one patent in the U.S. and two registered trademarks in Hongkong, China. Among the 57 registered patents, 46 were self-developed and 11 were acquired from a third party. As of the same date, we had filed six patent applications in China and seven trademark applications in China and overseas. A freedom-to-operate searches and analysis has been conducted in relation to our Core Product in China and no risk of infringement by any current key technologies or features of our Core Product has been found. We believe there is no material legal impediment for us to obtain the approvals for these pending patents and trademarks. Our Directors confirm that we were not involved in any proceedings in respect of, and we have not received notice of any claims of infringement of, any intellectual property rights that might be threatened or pending as claimant or respondent during the Track Record Period and up to the Latest Practicable Date.

As of the Latest Practicable Date, we had ten material patents relating to our Core Product, all of which remained effective. For details on these patents, please see section headed "Further Information about the Business of Our Company — 2. Intellectual Property Rights — (d) Patents" in Appendix VI to this prospectus.

The following table sets forth the material patent applications relating to our Core Product as of September 30, 2025:

Products and product candidates	Patent Name	Patent number	Owner/ applicant	Jurisdiction	Patent Status	Valid Until
AI AutoVision®	An efficient scheduling method and system for intelligent chromosome analysis (一種智能染色體分析中的高效調度方法及系統)	202311530682.2	Hangzhou Diagens Biotech Co., Ltd.	China	Pending	N/A

EMPLOYEES

As of the Latest Practicable Date, we employed 182 full-time employees and all of them were based in China. The following table sets forth the number of our employees by function as of the Latest Practicable Date.

	Number of employees	% of total
Research and development	60	35.7
Sales and marketing	48	28.6
Management	35	20.8
Manufacturing	18	10.7
Quality control	12	7.1
Administration	9	5.4
Total	182	100

We recruit personnel primarily through recruiters and employee referrals. We conduct new employee training, as well as professional and safety training programs for all employees in accordance with quality control, GMP standard requirements, and operating procedures. We enter into employment agreements with our employees that cover matters such as wages, benefits and grounds for termination. During the Track Record Period, we made contributions to social insurance and housing provident funds in compliance with applicable PRC laws and regulations in all material respects.

During the Track Record Period, we failed to make full contribution of social insurance and housing provident funds for our employees, and engaged third-party agents to make the payment of social insurance and housing provident fund on behalf of us for certain employees. Our PRC Legal Adviser has advised us that, under the Regulations on Administration of Housing Provident Fund (《住房公積金管理條例》), if we fail to pay housing provident fund contributions within the prescribed deadlines, we may be subject to an order by the relevant people's court to make such payments. According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), for outstanding social insurance fund contributions that we did not fully pay within the prescribed deadlines, the relevant PRC authorities may demand that we pay the outstanding social insurance contributions within a stipulated deadline and we may be liable for a late payment fee equal to 0.05% of the outstanding contribution amount for each day of delay. If we fail to repay the outstanding social insurance contributions within the stipulated period, we may be liable to a fine of one to three times the outstanding contribution amount. Under Supreme People's Court's Judicial Interpretation (II) on the Application of Law in the Trial of Labor Dispute Cases (《勞動爭議案件審理若干問題的解釋(二)》), employees are entitled to file arbitration or legal actions to claim

contributions that should have been paid by their employers. If any current or former employees successfully pursue such claims, we may be required to make supplemental payments and bear related surcharges, which could increase our operating costs and impact profitability. For the year ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, we had shortfalls in social insurance and housing provident funds of RMB5.2 million, RMB5.5 million and RMB3.7 million, respectively. As advised by our PRC Legal Adviser, if we fail to repay the outstanding social insurance within the stipulated period, we may be liable to a fine of one to three times the outstanding amount.

Our Directors believe that such incident would not have a material and adverse effect on our business and results of operations, considering that: (i) as of the Latest Practicable Date, we had not received any notification from the relevant PRC authorities requiring us to pay material shortfalls or the penalties with respect to social insurance and housing provident funds; (ii) we had not been subject to any material administrative penalties during the Track Record Period and up to the Latest Practicable Date, as confirmed by the compliance certificate issued by relevant PRC authorities; and (iii) we were not aware of any material employee complaints nor were involved in any material labor disputes with our employees with respect to social insurance and housing provident funds. As advised by our PRC Legal Adviser, the risk of us being penalized for such shortfall is relatively low, provided that we rectify such shortfall in a timely manner after receiving notices from the relevant PRC authorities. Taking into account confirmations from management and our PRC Legal Adviser, no provision is considered necessary for such historical shortfalls. In order to ensure strict compliance with relevant social insurance and housing provident fund regulations, we aim to apply for an adjustment of the social insurance contribution base to accurately reflect the employees' actual wage payment, effective from January 2026. As the period for filing adjustments to the housing provident fund contribution base in Hangzhou is July to September each year, we aim to apply for a corresponding adjustment of the housing provident fund contribution base to accurately reflect the employees' actual wage payment, effective from July 2026.

We have implemented comprehensive measures to prevent future occurrence of such incidents:

- ***Training***. Strengthen legal compliance training to our employees to increase their awareness of the relevant PRC laws and regulations and encourage their cooperation in making payments for social insurance and housing provident funds;

- ***Policy***. Formulate and distribute to our employees an internal control policy with respect to social insurance and housing provident fund contribution in compliance with relevant PRC laws and regulations, which we have started to implement; and

- ***Review and record-keeping***. Designate our human resources staff to monitor the payment status and prepare monthly reports of salary and contribution amounts, which shall be reviewed by our human resources department head and our finance department head to ensure that we make these payments and on time in accordance with relevant laws and regulations.

We enter into standard confidentiality and non-competition agreements with our all of our employees. Our standard non-competition agreement prohibits the employee from competing with us, directly or indirectly, during his or her employment and for two years after the termination of his or her employment.

We have established a labor union. During the Track Record Period, we did not experience any material labor disputes or strikes that may had a material and adverse effect on our business, financial condition or results of operations.

INSURANCE

We maintain insurance policies that are required under PRC laws and regulations as well as based on our assessment of our operational needs and industry practice. As of the Latest Practicable Date, we did not maintain property insurance and clinical trial liability insurance policies that cover losses arising from expected adverse events and unexpected serious adverse events occurred during clinical trials of our products. See "Risk Factors — Risks Relating to Our General Operations —

Our insurance coverage may not sufficiently cover the risks related to our business operations." in this prospectus. In the future, to the extent that any of the foregoing types of insurances becomes mandatory due to changes of law or other reasons, we will acquire such insurance in compliance with law. Our Directors consider that our existing insurance coverage is sufficient for our present operations and in line with the industry practice in the PRC.

PROPERTIES

As of the Latest Practicable Date, we leased three properties for office use and production in China, with an aggregate gross floor area ("**GFA**") of approximately 4,577.84 square meters. The following table sets forth the details of our leased properties as of the Latest Practicable Date.

Location	GFA (sq.m.)	Expiration Date	Usage
Building A, 1st Floor and 11th Floor, No. 609, Hongfeng Road, Linping District, Hangzhou	1,799.10	June 30, 2027	Office, Production
Room 801 and 901, Building 1, No. 609, Hongfeng Road, Linping District, Hangzhou	1,774.80	June 30, 2028	Office, Production
Building 3 (Room 201), No. 609, Hongfeng Road, Linping District, Hangzhou	1,003.94	April 30, 2028	Office, Production

LICENSES, PERMITS AND APPROVALS

We are subject to regular inspections, examinations and audits and are required to maintain or renew the necessary permits, licenses and certifications for our business. Our PRC Legal Adviser has advised us that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from the relevant government authorities that are material to our business operations in the PRC. The table below sets forth the relevant details of the material licenses we hold for our operations in China.

License/Permit	Holder	Issuing Authority	Issue Date	Expiration Date
Medical Device Manufacturing License	the Company	Zhejiang Provincial Medical Products Administration	April 10, 2024	April 9, 2029
Class II Medical Device Business Record Filing	Hangzhou Devon	Hangzhou Market Supervision and Administration Bureau	March 3, 2020	N/A*
Filing for Deep Synthesis Service Algorithm	the Company	Cyberspace Administration of China	November 1, 2024	N/A*
Filing Proof for Information System Security Protection Level	the Company	Hangzhou Public Security Bureau	April 27, 2022	September 2, 2026
Radiation Safety License	Hangzhou Devon	Zhejiang Provincial Department of Ecology and Environment	January 8, 2024	January 7, 2029

Note:* No fixed expiration date and remain valid unless revoked, suspended or otherwise terminated.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and as of the Latest Practicable Date, we had not been a party to any actual or threatened material legal or administrative proceedings, and our Directors had not been involved in any such proceedings. We are committed to maintaining the highest standards of compliance with the laws and regulations applicable to our business. During the Track Record

Period and up to the Latest Practicable Date, we had complied in all material respects with the applicable laws and regulations relating to our business operations. However, we may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of business. See "Risk Factors — Risk Relating to Our General Operations — We may be involved in product liability claims or other disputes, litigation, arbitration and legal proceedings in the ordinary course of our business." in this prospectus.

DATA PRIVACY AND PROTECTION

We may (i) collect personal data in connection with the provision of services and products, the training of medical imaging foundation model iMedImage® and the conduct of clinical trials, (ii) store and transmit personal data; and (iii) retain and delete personal data. Certain types of such personal data may fall within the scope of personal data under applicable PRC laws and regulations. To ensure compliance of applicable laws and regulations, we have implemented certain internal procedures and measures to ensure the privacy and security of personal data. We strictly limit and monitor our employee access to personal data. We provide data privacy training to authorized employees and require them to report to us promptly on any potential data leakage. For details of the relevant PRC laws and regulations, see "Regulatory Overview — Laws and Regulations Relating to Cyber Security, Data Security and Personal Information Protection."

Data Collection and Protection

We primarily collect personal data in the following contexts: (i) the provision of services and products; (ii) the training of medical imaging foundation model iMedImage®; and (iii) the conduct of clinical trials.

Provision of services and products

Our services and products are mainly offered in two modes: on-premises deployed software and Software as a Service (SaaS) software. For on-premise (locally deployed) software, once users purchase and install the software on their own servers, all data, including any personal data, generated from software usage ("Product Data") is stored and processed entirely within the users' own systems and premises. We do not have routine access to, nor does it proactively collect or retrieve, any Product Data under any circumstances. For Software as a Service (SaaS), we have established stringent measures to ensure proper management of data collection from users. In respect of using the Online AutoVision platform, we only allow institutional users, rather than individual users of the public to access personal data related to user accounts. However, institutional users have to complete formal submission and pass a back-end review before being certified to access core features such as intelligent analysis, online collaboration, expert consultations, and institutional cooperation. In addition, in order to provide SaaS model software services via the Online AutoVision platform, we collect certain personal data of institutional user contacts during the account registration and use process. The types of data collected include the user's mobile phone number (mandatory), and optional information such as name, affiliated institution, department, department telephone number, work badge, medical practitioner qualification certificates and registration codes, ID card images (front and back), ID number, and payment account details.

To regulate the collection and process of personal data in this scenario, we have published the data privacy policy, which explicitly informs users of the identity and contact details of the personal data processor, the purposes and methods of processing, and the specific types of personal data collected. We process such personal data based on users' explicit consent. In the event of any change in the purpose, type, scope or use of the personal data, we will promptly update the data privacy policy and obtain renewed user consent.

In addition, during the use of the online AutoVision platform by certified institutional users, we indirectly collect personal data they uploaded. This may include chromosome images, as well as other case details (e.g. case number, name, age, gender, prenatal number, sample type, karyotyping result, clinical diagnosis, time of receipt and upload). In this regard, our data privacy policy explicitly requires all institutional users to ensure that any personal data uploaded has been obtained with valid and informed consent from the respective personal data subjects, including authorization for the data to be uploaded, stored, processed and used.

In respect of usage of iMed MaaS® platform, we also encounter collection of personal data, where we collect certain personal data of institutional user contacts and the experts during the account registration and use process. The types of personal data collected include the user's contact mobile phone number or email address (as applicable). To verify the authenticity of users' identities and to satisfy our platform verification requirements, we collect additional information in connection with user authentication procedures. Specifically, in the "Institution Verification" process, we collect the institution name, institution type and unified social credit code, and, where applicable, optional information such as the medical institution code, supporting documentation for such codes, and an institution authorisation letter. In the "Expert Verification" process, we collect the expert's name, physician practising certificate and physician qualification certificate, and, where applicable, optional information such as the affiliated institution name, physician practising certificate number and qualification certificate number. To regulate the collection and process of personal data in this scenario, we have published the data privacy policy, which explicitly informs users of the identity and contact details of the personal data processor, the purposes and methods of processing, and the specific types of personal data collected. We process such personal data based on users' explicit consent. In the event of any change in the purpose, type, scope or use of the personal data, we will promptly update the data privacy policy and obtain renewed user consent.

Furthermore, to facilitate free population screening programs, certain cooperating hospitals and/or local Health Commissions engage us to provide peripheral blood karyotyping analysis services to the public. The cooperating hospital or government agency collects the relevant samples and associated information from screening participants and provides them to us, which in turn entrusts Hangzhou Deyou Medical Testing Laboratory Co., Ltd. ("Deyou") to process the samples and upload the results to the Online AutoVision platform. In this scenario, we indirectly collect personal data, including data subject's name, ID number, contact phone number, gender, age, and peripheral blood sample. We do not actively collect such personal data from personal data subjects; but instead, the cooperating hospital and/or health authority is responsible for obtaining informed consent from personal data subjects via a written consent.

Training of medical imaging foundation model iMedImage®

We obtain data for the training of iMedImage® primarily through cooperation agreements with medical institutions and authorized commercial channels in compliance with relevant regulations, and conduct controlled development in a de-identified environment. Upon completion of the relevant R&D projects or expiration of the authorization agreements, we will destroy the related data in accordance with our data compliance management policies, ensuring a closed-loop lifecycle compliance of the data.

For personal data obtained from cooperating hospitals, the datasets primarily consist of de-identified medical images. We have entered into cooperation agreements with the relevant hospitals to carry out joint research projects. Under these projects, the cooperating hospitals provide us with de-identified medical imaging data together with the corresponding disease information and lesion locations. The cooperating hospitals provide us with de-identified medical images only after removing any personally identifiable information such as names, ID numbers, and medical record numbers before providing the data to us. As the direct collectors and controllers of such data, the cooperating hospitals bear primary responsibility for ensuring the legality and compliance of all data processing activities, including the collection, de-identification, and provision of such data. We have entered into written agreements with or obtained written statement from, the relevant cooperating hospitals in the majority of cases, under which they confirm that (i) the data have been lawfully collected and processed; (ii) they have obtained all necessary authorizations from the data subjects in accordance with applicable laws and regulations; and (iii) the provision of such data does not infringe upon any third party's lawful rights and interests. During the Track Record Period, we did not generate any revenue from such cooperation with medical institutions. As of the Latest Practicable Date, no such cooperation resulted in material outcomes that were jointly-owned or require sharing of intellectual property rights or related economic benefits, nor did we expect our exclusive ownership of intellectual property rights in relation to iMedImage® or AI AutoVision® to be affected by such cooperation agreement.

For personal data obtained from publicly available sources, the datasets primarily comprise de-identified medical images that are accessible on the internet and have been publicly released by academic or research institutions. We have reviewed and confirmed the licensing terms of these

publicly available datasets to ensure that these datasets are permitted for commercial use. Where a dataset requires source attribution, we have incorporated such attribution in the model in accordance with the applicable licence terms.

We have established dedicated department for data security management, network security management, and algorithm security management, and have appointed responsible personnel for each group. We have also formulated a series of internal policies and regulations, according to which, we have implemented stringent management measures. For example, we use the E-Safe encryption system to encrypt data, conduct regular automatic backups of core business data which are securely stored in local NAS devices, and maintain strict access controls and operation logs. We also perform regular algorithm security monitoring and record-keeping, covering aspects such as data security monitoring during the algorithm development process, compliance with data usage requirements, application of data encryption, configuration of access permissions, and the effectiveness of real-time monitoring and alerting systems.

Conduct of clinical trials

For the clinical trials, we have engaged a third-party clinical trial institution to carry out the trial. All patient case data is securely stored and managed by the clinical trial institution's office. And the third-party clinical trial institution provides us with the resulting clinical trial report and statistical analysis report, which contain de-identified medical images through randomized identifiers. We do not directly collect such personal data from data subjects. Instead, the third-party clinical trial institution is responsible for obtaining informed consent from personal data subjects via a written consent.

Data Storage and Transmission

We require that personal data that we collect in our business operations in the PRC be stored and preserved within the PRC, as required by applicable laws and regulations. We do not share or transfer personal data collected or preserved by us to any person, unless with prior explicit consent or as otherwise permitted by law. Without consent from users of our products, we are prohibited from disclosing personal data to any third party, unless such disclosure is mandated by a court or administrative order, or otherwise permitted by law. Our business operations have not involved the transfer of any personal data provided by user within the PRC to any overseas recipients. As advised by our PRC Legal Adviser, during the Track Record Period and up to the Latest Practicable Date, the PRC laws and regulations related to cross-border transmission of personal data were not applicable to us. In light of the potential expansion into overseas markets, we do not expect to be involved in the transfer of personal data collected within the PRC to any overseas recipients in the future.

Data Retention and Deletion

We store personal data in accordance with the privacy policy, and delete personal data upon expiration of the agreed period. Moreover, users are entitled to exercise their rights in accordance with privacy policy, including but not limited to requesting to delete their personal data. When we cease to provide products or services to users, or when users voluntarily deregister their registered accounts, we delete the relevant personal data stored to minimize the storage duration of the personal data.

Our internal procedures and measures

We strive to achieve data privacy and security from policies and technical measures and procedures. Specifically, (i) we have designated departments responsible for guiding and implementing cybersecurity, data security, personal data protection and AI security, including cybersecurity protection, data classification and hierarchization, personal data impact assessments, and AI security assessments; (ii) we have adopted a comprehensive set of internal policies and procedures governing cybersecurity and algorithmic governance; (iii) we apply data encryption, redundancy and backup protocols to ensure data integrity, confidentiality and recoverability; (iv) we monitor and record network operations and cybersecurity incidents, with log data retained for no less than six months in accordance with applicable laws and standards; (v) we provide data privacy

training to authorized employees and require them to report to us promptly on any potential data leakage; (vi) we conduct periodic algorithmic security self-assessments and maintain algorithmic security monitoring and logging mechanisms.

During the Track Record Period and up to the Latest Practicable Date, we had not received any claim from any third party against us on the ground of infringement of such party's right to data and privacy protection as provided by any applicable laws and regulations, or subject to any fines or other penalties due to noncompliance with data privacy and security laws or regulations. However, we may still be subject to certain risks in relation to the heightened regulations and market scrutiny. See "Regulatory Overview — Laws and Regulations Relating to Cyber Security, Data Security and Personal Information Protection."

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

As a responsible corporate citizen, we recognize that corporate social responsibility is both a fundamental obligation and an important factor in driving long-term sustainable development. To this end, we integrate Environmental, Social, and Governance ("ESG") principles into every aspect of corporate management and daily operations. The company commits to complying with Appendix C2 Environmental, Social and Governance Reporting Code of the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited after the Listing. We will develop ESG-related policies that meet our ESG management requirements and actively engage with stakeholders to address their concerns through the annual publication of ESG reports.

Governance on ESG Matters

We recognize that ESG governance structure is crucial for implementing ESG principles and actions across the entire company. Therefore, we propose to establish a three-tier organizational structure of "Board of Directors — Special Committee — ESG Working Group" to systematically advance ESG governance matters. To strengthen ESG risk management, we will continuously enhance our capabilities in managing ESG risks, increase the Board's involvement in risk management, and further improve our ESG governance system.

- The Board of Directors will be primarily responsible for reviewing ESG risks and materiality, approving sustainability strategies, examining progress on ESG goals, monitoring the implementation of ESG policies, and reviewing and approving public disclosures of ESG-related information.

- We will establish a special committee at the Board level, mainly responsible for reviewing annual ESG reports and reporting to the Board, identifying and assessing ESG risks and materiality, establishing ESG targets, reviewing ESG policies and action plans, and performing other ESG functions authorized by the Board.

- To ensure the implementation of ESG initiatives, we plan to form an ESG Working Group composed of personnel from key functional departments, responsible for coordinating and advancing ESG implementation, managing ESG risks in daily operations, collecting and organizing ESG disclosure materials, developing ESG-related goals, policies and action plans, and regularly reporting ESG progress to the special committee.

Environmental Protection

We strive to operate our facilities in a manner that protects the environment. We implement compliant emissions management, emphasize resource conservation and efficient utilization, proactively address climate change, and employ systematic environmental management practices aimed at minimizing the environmental impact of our business operations.

Responding to Climate Change

In the face of challenges and opportunities brought by global climate change, low-carbon development has become an inevitable trend in economic and social transformation. Based in the fields of medical imaging AI and medical imaging equipment, we thoroughly understand the

multiple impacts of climate change on business operations. We proactively identify and assess relevant risk factors, actively explore pathways for deep integration of green healthcare concepts with intelligent imaging technologies, and strive to achieve coordinated development between improving medical service quality and environmental protection.

- **Physical Risks**

  Extreme weather events such as floods, heavy rainstorms, and blizzards may adversely affect our business operations. These events may cause power and water outages, disrupting office operations, leading to system failures and data loss, thereby affecting our product delivery capabilities and the stability of our customer services.

- **Transition Risks**

  As climate-related policies and regulations continue to evolve and regulatory requirements become increasingly stringent, we may need to increase compliance costs to strengthen our internal systems. Meanwhile, to align with global low-carbon transition trends, energy-saving renovations and upgrades of technical equipment and office lighting systems during business operations will also incur additional expenses.

We will continue to refine our inventory of climate risks and opportunities, optimize risk management processes, further improve mechanisms for identifying and assessing climate-related risks and opportunities, strengthen comprehensive climate risk assessment and financial analysis, and ensure business development remains consistent with sustainability goals.

Based on our current carbon emissions status and business development trends, we have established the following carbon emission target: by 2029, we aim to reduce total Scope 1 and Scope 2 greenhouse gas emissions per RMB10,000 of revenue by 5% compared to the 2024 baseline. In the future, we will further improve the data collection system and management measures for Scope 3 greenhouse gas emissions.

Our greenhouse gas emissions data from previous years is recorded as follows:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Greenhouse Gas Emissions			
Scope 1 Greenhouse Gas Emissions[1] (tCO_2e)	0	0	0
Scope 2 Greenhouse Gas Emissions[2] (tCO_2e)	219.07	518.71	402.31
Scope 3 Greenhouse Gas Emissions[3] (tCO_2e)	1,315.24	1,259.30	823.37
Total Greenhouse Gas Emissions (Scope 1 + Scope 2) (tCO_2e)	219.07	518.71	402.31
Greenhouse Gas Emission Intensity (Scope 1 + Scope 2) (tCO_2e/10,000 Yuan revenue)	0.04	0.07	0.04

Notes:

(1) As our company is not a manufacturing enterprise, our business operations do not involve direct energy consumption, therefore our Scope 1 greenhouse gas emissions are 0.

(2) Our Scope 2 greenhouse gas emissions come from indirect emissions generated by purchased electricity. The greenhouse emission factor for purchased electricity is calculated according to the factor of 0.5856 tCO_2/MWh as set out in the "Announcement on the Release of the Carbon Dioxide Emission Factor of Electricity in 2022" issued by the Ministry of Ecology and Environment.

(3) Within our limited capabilities, we have collected and calculated greenhouse gas emissions data for the purchased goods and services category of Scope 3, which is also the main component of Scope 3 emissions in our industry. In the future, we will gradually improve the collection and statistical scope of Scope 3 emissions data.

Resource Utilization

We implement the concept of resource conservation, continuously monitor energy and water consumption trends, explore effective methods for energy and water conservation, seek sustainable packaging material usage approaches, and integrate energy conservation and emission reduction into every aspect of daily operations management, striving to reduce our environmental footprint. To further standardize resource utilization, we have established policies related to resource usage, providing further guidance for all employees to implement resource conservation practices. Our energy consumption primarily comes from purchased electricity for laboratories and office spaces. We have set clear energy-saving targets: by 2029, we will reduce our electricity consumption per RMB10,000 of revenue by 5% compared to the 2024 baseline. We have also set water conservation targets and will continuously raise employees' awareness of water conservation through water-saving advocacy and training.

Our resource usage data for previous years is recorded as follows:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Resource Usage			
Total Energy Consumption[4] (MWh)	374.10	885.77[5]	687.00
Energy Consumption Intensity (MWh/10,000 Yuan revenue)	0.07	0.13	0.06
Total Water Consumption (m^3)	2,159.00	2,041.00	1,364.00
Water Resource Consumption Intensity (m^3/10,000 Yuan revenue)	0.41	0.29	0.12
Packaging Material Consumption (Ton)	0.20	2.00[6]	2.78[7]

Emissions

We actively fulfill our environmental protection responsibilities and have formulated policies related to emissions management, scientifically and standardized management of various types of emissions. As a non-manufacturing enterprise, we do not involve heavily polluting production processes in its operations, does not produce large amounts of waste gas or wastewater emissions, and has a relatively small impact on the surrounding environment. Nevertheless, we still strive to further reduce the environmental impact of our operations by improving internal management. We have set clear waste reduction targets: by 2029, non-hazardous waste generation per RMB10,000 of revenue will be reduced by 5% compared to the 2024 baseline.

Notes:

(4) Due to the nature of our business, the main energy consumption of the company is indirect energy from purchased electricity.

(5) In 2024, due to operational adjustments in the company, the electricity consumption of the GMP workshop increased.

(6) In 2024, due to the increase in product sales volume and validation materials, the required packaging materials have increased.

(7) In 2025, due to equipment packaging changes and facility relocation, the usage of packaging materials increased.

We have recorded our emissions data from previous years as follows:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Waste Emissions			
Hazardous waste generation amount (Ton)	4.86	6.37[8]	3.61[9]
Hazardous waste generation intensity (Ton/10,000 Yuan revenue)	0.0009	0.0009	0.0003
Non-hazardous waste generation amount (Ton)	1.50	2.50	2.15
Non-hazardous waste generation intensity (Ton/10,000 Yuan revenue)	0.0003	0.0004	0.0002

Corporate Social Responsibility

We deeply understand the importance of corporate social responsibility and is committed to creating positive value for society.

Employment

We strictly adhere to relevant laws and regulations and have established comprehensive employment management systems. In particular, we provide employees with personal protective equipment such as protective clothing and gloves, and offer preventive vaccinations when necessary, comprehensively ensuring employees' occupational health and safety. Over the past three years (2022-2024), the number and rate of work-related fatalities at the company have remained at 0 each year.

In addition, we have formulated internal systems to provide employees with diversified training courses covering key business operation aspects, and evaluate employee training performance annually. We also provide continuing education programs for employees and regularly assess the effectiveness of these programs to ensure employees have problem-solving abilities, improve work efficiency, and meet career development needs.

Supply Chain Management

To fulfill sustainable development and social responsibility, we continuously monitor potential risks in the supply chain according to internal systems. During the supplier selection process, we require special external service providers, such as those handling medical waste disposal and hazardous chemical waste disposal, to possess relevant qualification certificates recognized nationally or internationally to ensure environmental compliance. We closely monitor whether suppliers have qualification documents for medical waste disposal, hazardous chemical waste disposal, and evaluating performance in product quality, service, delivery speed, and other factors. We also conduct on-site audits for some suppliers. After passing the admission assessment, suppliers need to undergo regular evaluation and assessment to ensure continued compliance with our environmental and social standards.

Product Responsibility

Product safety has always been our core principle. To this end, we have established management systems such as the *Production and Service Provision Control Procedure* and the *Quality Control and Product Release Control Procedure*. At the same time, to ensure compliance

Notes:

(8) In 2024, due to increased product sales volume and the addition of new product research and development experiments, the amount of waste generated has increased.

(9) In 2025, due to the suspension of operational activities during the relocation period, the generation of hazardous waste decreased.

in the product manufacturing process, we have established a quality control system and conduct strict quality inspections and record-keeping at various stages. This system covers equipment calibration, instrument and equipment management, metrological traceability, reagent and consumables control, laboratory monitoring, specimen collection and handling, and other aspects. For returned products, we also handle them strictly according to processing specifications.

We have established a comprehensive customer complaint handling mechanism. Upon receiving a complaint, we immediately form an investigation team to analyze the cause and develop and implement corrective measures. In terms of intellectual property protection, we implement systematic intellectual property file management and conduct daily training and risk assessment work. For information security, we have a dedicated risk assessment team that systematically evaluates information security and adjusts and strengthens protection measures accordingly. For sensitive data such as patient personal information, we strictly follow the *Confidentiality Management Procedure.* At the stages of information release, storage, safekeeping, inquiry, and archiving, we require relevant personnel to sign confidentiality commitment letters and ensure that all operations are conducted on a legal and compliant basis.

Business Ethics

We have established anti-corruption policies and stipulated the *Employee Integrity and Self-Discipline Regulations* in the *Employee Handbook*. We require employees to follow principles of integrity and prohibit behaviors that violate business ethics, such as misappropriation of public property, seeking improper benefits, and falsification. At the same time, we conduct integrity and self-discipline audits regular to ensure compliance with business activities. We follow the principle of whistleblower protection, ensuring that whistleblower information is strictly confidential and prohibiting any form of retaliation.

Public Welfare and Charity

We uphold the concept of social responsibility and are formulating community investment-related policies aimed at considering and developing the interests of surrounding communities. Based on our industry attributes, we integrate our own resource advantages and have long been concerned with and contributing to public welfare causes. In 2023, we donated a total of RMB1.6 million to fields such as healthcare and education, including a donation of RMB1.5 million to the China Birth Defect Intervention and Relief Foundation. Moreover, we remain committed to addressing pressing social needs. In November 2025, we donated HK$1 million to the "Support Fund for Wang Fuk Court in Tai Po" to help affected families and communities overcome challenges and rebuild after disasters. We will continue to fulfill our corporate social responsibility through practical actions and contribute to social development.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management

We recognize that risk management is critical to the success of our business operation. Key operational risks faced by us include changes in the general market conditions and the regulatory environment of the Chinese and global medical imaging markets, our ability to develop, manufacture and commercialize our product candidates, and our ability to compete with other medical imaging companies. See "Risk Factors" for a discussion of various risks and uncertainties we face. We also face various market risks.

We have adopted a comprehensive set of risk management policies which set out a risk management framework to identify, assess, evaluate and monitor key risks associated with our strategic objectives on an on-going basis. Risks identified by management will be analyzed on the basis of likelihood and impact, and will be properly followed up and mitigated and rectified by our Group and reported to our Directors. Our Directors supervise the implementation of our risk management policies.

To monitor the ongoing implementation of risk management policies and corporate governance measures after the Listing, we have adopted or will continue to adopt, among other things, comprehensive risk management measures and infrastructure, where (i) our audit committee

oversees and manages the overall risks associated with our business operations; (ii) our internal control team, under the supervision of our board, will be responsible to formulate risk management policies and oversees their implementation, including providing guidance to different operating departments, reviewing performance, and report to audit committee; (iii) each key function department shall carry out daily risk management tasks in stringent compliance with relevant policies and measures, and make timely reports to our internal control team upon the discovery of material risks.

We consider that our Directors and members of our senior management possess the necessary knowledge and experience in providing good corporate governance oversight in connection with risk management and internal control.

Internal Control

Our Board is responsible for establishing our internal control system and reviewing its effectiveness. We have engaged an independent internal control consultant, or the Internal Control Consultant, to perform certain agreed-upon procedures, or the Internal Control Review, in connection with the internal control of our Company and our major operating subsidiaries and to report factual findings on our Group's entity-level controls and internal controls of various processes, including financial reporting and disclosure controls, human resources and payroll management, general controls of IT system, taxation management, contract management, and other procedures of our operations. The Internal Control Consultant performed the Internal Control Review in May 2025 and follow-up reviews in June 2025. As of the Latest Practicable Date, there were no material outstanding issues relating to our Group's internal control.

During the Track Record Period, we regularly reviewed and enhanced our internal control system. We will conduct periodic review of relevant laws and regulations and amend our internal policies to ensure compliance with the latest applicable laws and regulations.

IMPACT OF THE COVID-19

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material disruptions in our operations as a result of the COVID-19 pandemic. The overall impact of the COVID-19 pandemic on our research and development activities, raw material supply, clinical activities, product development timeline, relationships with collaborators and partners, business and results of operations has been immaterial. As the COVID-19 pandemic has come under control in China as of the Latest Practicable Date, our Directors are of the view that it is unlikely that COVID-19 pandemic will have material adverse impact on our business going forward.

BOARD OF DIRECTORS

Our Board currently consists of eight Directors, comprising two executive Directors, three non-executive Directors and three independent non-executive Directors. Our Board serves a term of three years, which is renewable upon re-election and re-appointment and is responsible for, and has general powers for, the management and conduct of our business.

The following table sets forth general information regarding our Directors:

Name	Age	Position(s)	Date of appointment as Director	Date of founding/ joining our Group	Role and responsibilities	Relationship with other Directors and senior management
Executive Directors						
Dr. SONG Ning (宋寧)	43	Chairperson of our Board, executive Director and general manager	September 19, 2016	September 19, 2016	Primarily responsible for overseeing overall management, strategic planning, operations, and corporate governance of our Group	None
Mr. WENG Chih-Hsin (翁資欣) (alias Robin WENG)	59	Executive Director and chief operating officer	May 7, 2025	October 8, 2022	Primarily responsible for overseeing strategic planning and operation of our Group, and assisting our general manager	None
Non-executive Directors						
Dr. XU Chen (徐晨)	69	Non-executive Director and chief scientist of reproductive medicine	March 8, 2022	July 1, 2018	Responsible for providing strategic advice on the development of our Group	None
Dr. WU Lingqian (鄔玲仟)	62	Non-executive Director	May 7, 2025	May 7, 2025	Responsible for providing strategic advice on the development of our Group	None
Mr. YANG Zehao (楊澤浩)	33	Non-executive Director	May 7, 2025	May 7, 2025	Responsible for providing strategic advice on the development of our Group	None
Independent Non-executive Directors						
Mr. CHA Yang (查揚)	61	Independent non-executive Director	June 25, 2025 (effective upon the Listing)	June 25, 2025 (effective upon the Listing)	Responsible for providing independent advice and judgment to our Board	None
Ms. ZHANG Jing (張競)	51	Independent non-executive Director	June 25, 2025 (effective upon the Listing)	June 25, 2025 (effective upon the Listing)	Responsible for providing independent advice and judgment to our Board	None
Mr. WANG Kaifeng (王開峰)	44	Independent non-executive Director	June 25, 2025 (effective upon the Listing)	June 25, 2025 (effective upon the Listing)	Responsible for providing independent advice and judgment to our Board	None

The following sets forth the biographies of our Directors:

Executive Directors

Dr. SONG Ning (宋寧), aged 43, founded our Group in September 2016, and has served as the chairman of our Board and our general manager since then. Dr. Song was re-designated as an executive Director on June 25, 2025. He is primarily responsible for leading overall management, strategic planning, operations, and corporate governance of the Group.

Dr. Song has extensive experience in corporate management and academic research. Prior to founding our Group, Dr. Song was an assistant professor in medical school of Nagasaki University from October 2011 to July 2013, where he has been primarily responsible for teaching and scientific research. Dr. Song held positions at Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) from August 2013 to March 2024, and was recognized as a senior engineer (正高級工程師) by the Department of Human Resources and Social Security of Zhejiang Province (浙江省人力資源和社會保障廳) in 2018.

Dr. Song studied computer science at Central South University (中南大學), and subsequently pursued medical genetics at the National Education Base of Life Science and Technology (國家生命科學與技術人才培養基地), which is led by Ministry of Education of the PRC and is aimed at fostering interdisciplinary integration and talent development in the life sciences. And he obtained his bachelor's degree in bioengineering and his master's degree in medical genetics from Central South University (中南大學) in the PRC in June 2004 and June 2007, respectively. He further obtained his doctor's degree in medicine from Nagasaki University in Japan in September 2011.

Mr. WENG Chih-Hsin (翁資欣) (alias Robin WENG), aged 59, joined our Group in October 2022 as our chief operating officer and was appointed as a Director in May 2025. Mr. Weng was re-designated as an executive Director on June 25, 2025. He is primarily responsible for overseeing strategic planning and operation of our Group, and assisting our general manager.

Mr. Weng has approximately 35 years of management and operational experience in medical device industry. Prior to joining our Group, Mr. Weng served as the general manager of joint department at Smith & Nephew Medical Limited, a medical device company, where he was primarily responsible for managing the marketing of the orthopedic joint department. And from March 2017 to April 2022, He served as the president of China region at Suzhou Micro-Invasive Orthopaedics Group Co., Ltd. (蘇州微創骨科學集團有限公司), a company principally engaged in R&D, production and sales of orthopedic implant, where he was primarily responsible for overall management and business operation of orthopedics in China region.

Mr. Weng obtained his bachelor's degree in biomedical engineering from Chung Yuan Christian University (中原大學) in Taiwan in June 1988.

Non-executive Directors

Dr. XU Chen (徐晨), aged 69, joined our Group in July 2018 and was appointed as a Director in March 2022. Dr. Xu was re-designated as a non-executive Director on June 25, 2025. He is primarily responsible for providing strategic advice on the development of our Group.

Dr. Xu has approximately 35 years of experience in research in reproductive medicine. Prior to joining our Group, Dr. Xu has held a series of positions at Department of Histology and Embryology of Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院), also being the Shanghai Key Laboratory for Reproductive Medicine (上海市生殖醫學重點實驗室) where his latest positions were professor and dean.

Dr. Xu obtained his bachelor's degree in medical profession from Anhui Medical University (安徽醫科大學) in the PRC in August 1984, his master's degree in histology and embryology from Nanjing Medical University (南京醫科大學) in the PRC in August 1989, and his doctor's degree in histology and embryology and reproductive medicine from Shanghai Second Medical University (上海第二醫科大學) in the PRC in August 1993. He further completed postdoctoral research at National Institute of Health and Medical Research in October 1997.

Dr. Xu was awarded special government allowances by the State Council of the People's Republic of China in June 2000. Dr. Xu was awarded various awards and honors by different well-known organizations, including award given for improving science and technology accredited by the State Family Planning Committee in August 1998, Shanghai Medical Science & Technology Award by the Awarding Committee of Shanghai Medical Science & Technology Award and Chinese Medical Science and Technology Award by Chinese Medical College in May 2005 and December 2005, respectively, awards given for improving science and technology accredited by Shanghai Municipality in December 1998 and November 2005, respectively, National Award for Scientific and Technological Achievements in Population and Family Planning issued by the National Population and Family Planning Commission in June 2006 and award given for Outstanding Achievements in Scientific Research at Higher Education Institutions (Second prize for Scientific and Technological Progress) accredited by the Ministry of Education of the PRC in December 2019.

Dr. Xu was a director of Suzhou Weilite Biotechnology Co., Ltd. (蘇州微利特生物科技有限公司), a limited liability company established in the PRC, the license of which was revoked on June 11, 2021 due to the cession of business. Dr. Xu confirmed that, as of the time of revocation, the company was not insolvent, had any outstanding liabilities or was involved in any pending claims. As of the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him as a result of such revocation of the above company.

Dr. WU Lingqian (鄔玲仟), aged 62, joined our Group in May 2025 as a Director. Dr. Wu was re-designated as a non-executive Director on June 25, 2025. She is primarily responsible for providing strategic advice on the development of our Group.

Dr. Wu was a doctor at North Guangdong People's Hospital (廣東省粵北人民醫院). She was a researcher at Nagasaki University from March 2005 to March 2008. Dr. Wu is also a professor at School of Life Sciences, Central South University (中南大學生命科學學院). She is also currently the honorary president of Chinese Medical Association Medical Genetics Branch (中國醫師協會醫學遺傳醫師分會).

Dr. Wu obtained her master's degree in genetics from Central South University (中南大學) in the PRC in July 2002. She further obtained her doctor's degree in genetics from Central South University (中南大學) in the PRC in July 2006. She obtained the teacher qualification certificate of higher education institution (高等學校教師資格證) in basic medicine from Education Department of Hunan Province (湖南省教育廳) in July 2004, and the senior professional and technical position qualification certificate (高級專業技術職務資格證書) of chief physician of obstetrics and gynecology from Personnel Department of Hunan Province (湖南省人事廳) in September 2004.

Dr. Wu was awarded various awards and honors by different well-known organizations, including second prize of National Science and Technology Progress Award accredited by the State Council of the PRC in November 2005, second prize of Hunan Provincial Higher Education Teaching Achievement Award accredited by the Department of Education of Hunan Province in April 2009, first prize of Shanghai Science and Technology Award accredited by the People's Government of Shanghai Municipal in December 2020, special government allowances granted by the State Council of the PRC in March 2011, distinguished contribution award for outstanding achievements in the prevention and intervention of birth defects in China accredited by the China Birth Defect Intervention and Relief Foundation in September 2014, first prize of Hunan Province Science and Technology Progress Award accredited by the People's Government of Hunan Province in February 2017, third price of Hunan Natural Science Award accredited by the People's Government of Hunan Province in April 2020, and third prize of Guangxi Science and Technology Award accredited by People's Government of Guangxi Zhuang Autonomous Region in August 2024. Dr. Wu has led eight key national and provincial level research projects. She has published more than 30 papers and reviews in Science Citation Index journals, and has been granted over 20 patents.

Mr. YANG Zehao (楊澤浩), aged 33, joined our Group in May 2025 as a Director. Mr. Yang was re-designated as a non-executive Director on June 25, 2025. He is primarily responsible for providing strategic advice on the development of our Group.

Mr. Yang worked as an assistant manager at KPMG Huazhen LLP Shanghai Branch (畢馬威華振會計師事務所上海分所) from October 2014 to June 2017. And since July 2017, he acted as a co-director at Yuanyi Investment Management Co., Ltd. (遠翼投資管理有限公司), a company principally engaged in equity investment.

Mr. Yang obtained his bachelor's degree in finance from Shanghai Jiao Tong University (上海交通大學) in the PRC in June 2014. He was certified as a certified public accountant in the PRC by Shanghai Institute of Certified Public Accountants (上海市註冊會計師協會) in March 2018.

Independent Non-executive Directors

Mr. CHA Yang (查揚) (alias Stanley CHA), aged 61, was appointed as an independent non-executive Director in June 2025 with effect upon the Listing.

Mr. Cha has more than 20 years of work experience in law, investment and management. He served as a partner in Llinks Law Office from November 2004 to June 2006 and King & Wood Mallesons from July 2006 to December 2012. From 2013 to 2019, Mr. Cha acted as the president of Tsinghua Education Foundation, North America, a non-profit organization registered in, and regulated by, authorities in the United States. Since 2020, he has served as a council member of Nanjing Qingzhan Artificial Intelligence Research Institute Co., Ltd. (南京清湛人工智能研究院有限公司), a company principally engaged in R&D of AI development and application. He has been an independent director of Luckin Coffee Inc., a company listed on OTC Pink Market (stock code: LKNCY) since July 2020 and CSI Solor Co., Ltd. (阿特斯陽光電力集團股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 688472) since December 2020, respectively.

Mr. Cha obtained his bachelor's degree in physics from Tsinghua University (清華大學) in the PRC in May 1986 and obtained his master's degree in physics from the University of Michigan in the United States in December 1993. He obtained his Juris Doctor degree from the St. John's University in June 1996. Mr. Cha was admitted to the New York Bar Association in April 1997.

Mr. Cha obtained the PRC lawyer qualification previously and such qualification was revoked by relevant authorities as the authorities were of the view that he was no longer capable of engaging in full time practice of law in China as a Chinese upon the obtaining of U.S. citizenship. As confirmed by Mr. Cha, as of the Latest Practicable Date, save as disclosed above, no additional penalties, regulatory measures or fines were imposed on Mr. Cha as the results of such revocation.

Mr. Cha was a director of Beijing Badi Zhonghe Technology Service Co., Ltd. (北京八笛眾和科技服務有限公司), a limited liability company established in the PRC which was voluntarily de-registered on February 25, 2016. He was also a supervisor of Shixi Consulting (Beijing) Co., Ltd. (石溪諮詢(北京)有限公司), a limited liability company established in the PRC, the license of which was revoked on December 20, 2011 due to the failure of submitting annual enterprise inspection materials. Mr. Cha confirmed that, as of the time of de-registration or revocation, none of the above companies was insolvent, had any outstanding liabilities or was involved in any pending claims. As of the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him as a result of such de-registration or revocation of the above companies.

Ms. ZHANG Jing (張競), aged 51, was appointed as an independent non-executive Director in June 2025 with effect upon the Listing.

Ms. Zhang had extensive experience in financial management. Ms. Zhang has been the chief financial officer of 3D Medicines Inc., a company listed on the Stock Exchange (stock code: 1244) since August 2020 and is responsible for overall management of financial, fundraising and business development. She started her career in KPMG. From April 2015 to October 2019, she served multiple roles in United Technologies Corporation, a company listed on the New York Stock Exchange (stock code: UTX), and most recently as the regional financial director in Hong Kong, Macau, Taiwan region and Guam regions. She joined Miconvey Technologies Co, Ltd., a medical device company, in November 2019. Ms. Zhang has been the chairman of Shanghai sub-association of Hongkong Investor Relations Association since November 2024.

Ms. Zhang obtained her bachelor's degree in medical nutrition from Yat-sen University of Medical Sciences (中山醫科大學) in the PRC in July 1995. She then obtained her master's degree in accounting from the University of South Carolina in the United States in December 1998. She is a certified public accountant with the Washington State Board of Accountancy. She was also a Certified Information Systems Auditor (CISA) of the Information Systems Audit and Control Association from November 2007 to January 2011. Her audit projects were awarded the first prizes in US national competitions.

Mr. WANG Kaifeng (王開峰), aged 44, was appointed as an independent non-executive Director in June 2025 with effect upon the Listing.

Mr. Wang had over 20 years of experience in pharmaceutical industry strategy, investment and operations management. From February 2003 to March 2009, Mr. Wang worked as a chemist and promoted to operational excellence expert in GlaxoSmithKline (Tianjin) Ltd. (葛蘭素史克(天津)有限公司), a company principally engaged in pharmaceutical development and manufacturing, being responsible for quality management and control. He joined Tianjin Smith Kline & French Laboratories Ltd. (中美天津史克製藥有限公司) (a company principally engaged in pharmaceutical development and manufacturing) in March 2009 as EHS manager and production operation manager, being responsible for production operation management. Mr. Wang joined China Resources (Holdings) Co., Ltd. (華潤(集團)有限公司) (a business comprehensive group including pharmaceutical and medical business) in July 2012 as the business director of strategic management department, being responsible for strategic planning and investment management of pharmaceutical business. He then joined China Resources Life Science Group Co., Ltd. (華潤生命科學集團有限公司) (a company principally engaged in investment and operation in the life sciences sector) in March 2020 as the general manager of investment development department, being responsible for investment in life science projects. From November 2020 to July 2022, Mr. Wang served as a partner in healthcare business of Qianhai International (HK) Limited (前海國際(香港)有限公司), a private equity investment company, being responsible for equity investment in biopharmaceuticals and medical devices. He is currently the partner of Efung Capital (HK) Management Limited (倚鋒資本(香港)管理有限公司), a private equity investment company, being responsible for equity investment in biopharmaceuticals and medical devices.

Mr. Wang obtained his bachelor's degree in pharmaceuticals from China Pharmaceutical University (中國藥科大學) in the PRC in June 2003 and minored in business administration. He has been enrolled in the master's degree program in economics and business management from University of Barcelona in Spain since March 2024.

General

Save as disclosed in this section and the section headed "Statutory and General Information" in Appendix VI to this prospectus, each of our Directors has confirmed that:

(1) he/she has obtained legal advice referred to under Rule 3.09D of the Listing Rules on June 18, 2025 or June 20, 2025 and understood his/her obligations as a director of a listed issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange;

(2) as of the Latest Practicable Date, he/she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules;

(3) he/she does not have any existing or proposed service contract with our Company or any of its subsidiaries other than contracts expiring or determinable by the relevant member of our Company within one year without payment of compensation (other than statutory compensation);

(4) he/she does not have any interests in the Shares within the meaning of Part XV of the SFO;

(5) he/she has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date;

(6) other than being a Director of our Company, he/she does not have any relationship with any other Directors, senior management of our Company or substantial shareholders of our Company; and

(7) he/she has not completed his/her education programs as disclosed in this section by way of attendance of long distance learning or online courses.

Each of our independent non-executive Directors has confirmed:

(1) his/her independence after taking into consideration each of the factors referred to under Rules 3.13(1) to 3.13(8) of the Listing Rules;

(2) that he/she does not have any past or present financial or other interest in the business of our Company or our subsidiaries, or any connection with any core connected person of our Company; and

(3) that there are no other factors which may affect his/her independence at the time of his/her appointment as our independent non-executive Director.

Save as disclosed in this prospectus, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries:

(1) there is no other matter with respect to the appointment of our Directors that needs to be brought to the attention to the Shareholders as of the Latest Practicable Date; and

(2) there is no other information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as of the Latest Practicable Date.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business. The table below sets forth certain information in respect of the senior management of our Company:

Name	Age	Position(s)	Date of appointment as senior management	Date of joining our Group	Role and responsibilities	Relationship with Directors and other senior management
Dr. SONG Ning (宋寧)	43	Chairperson of our Board, executive Director and general management	September 19, 2016	September 19, 2016	Primarily responsible for overseeing overall management, strategic planning, operations, and corporate governance of our Group	None
Mr. WENG Chih-Hsin (翁資欣) (alias Robin WENG)	59	Executive Director and chief operating officer	April 25, 2025	October 8, 2022	Primarily responsible for overseeing strategic planning and operation of our Group, and assisting our general manager	None
Mr. GOU Zhengmeng (苟正猛)	48	Chief marketing officer	April 25, 2025	July 2, 2023	Primarily responsible for marketing affairs of our Group	None
Mr. WANG Yang (汪洋)	45	Chief financial officer	April 25, 2025	June 12, 2019	Primarily responsible for overseeing strategic financial planning, financial management and risk management of our Group	None

The following sets forth the biographies of our senior management:

Dr. SONG Ning (宋寧) is the chairperson of our Board, our executive Director and general manager. For further details, see "— Board of Directors — Executive Directors" in this section.

Mr. WENG Chih-Hsin (翁資欣) (alias Robin WENG) is our executive Director and chief operating officer. For further details, see "— Board of Directors — Executive Directors" in this section.

Mr. GOU Zhengmeng (苟正猛), aged 48, joined our Group in July 2023, and has been our chief marketing officer since then. He is primarily responsible for marketing affairs of our Group.

Mr. Gou held several positions at Siemens (China) Co., Ltd. (西門子(中國)有限公司), a company principally engaged in R&D, production, manufacturing and sales of imaging equipment, where he was primarily responsible for strategic planning, marketing and sale and other management affairs. He also served as a vice president at Jiangxi Zhongke Jiufeng Mobile Medical Technology Co., Ltd. (江西中科九峰移動醫療科技有限公司), a company principally engaged in artificial intelligence imaging technology, where he was primarily responsible for marketing sales. Mr. Gou acted as the chief executive officer at Shanghai Daxiang Medical Health Technology Co., Ltd. (上海大象醫療健康科技有限公司), a company principally engaged in online medical services, where he was primarily responsible for overall management and operation, and served as a vice president at Minfound Medical Systems Co., Ltd. (明峰醫療系統股份有限公司), a company principally engaged in R&D, production and sales of imaging equipment, where he was primarily responsible for marketing affairs.

Mr. Gou obtained his bachelor's degree in electronic instruments and measurement technology from Nanjing University of Posts and Telecommunications (南京郵電大學) in the PRC in July 1998, and further obtained his master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2004. He has been the member of the CEIBS Alumni Healthcare Industry Association (中歐校友醫療健康產業協會) since June 2025.

Mr. WANG Yang (汪洋), aged 45, joined our Group in June 2019, and has been our chief financial officer since then. He is primarily responsible for overseeing strategic financial planning, financial management and risk management of our Group.

Mr. Wang has approximately 24 years of experience in financial management and accounting. From July 2001 to August 2002, he worked at Zhejiang Ouya Plastic Machinery Co., Ltd. (浙江歐亞塑料機械有限公司), a company principally engaged in mechanical manufacturing. From August 2004 to September 2005, Mr. Wang worked at Hangzhou Shengye Decoration Engineering Co., Ltd. (杭州盛業裝飾工程有限公司), a company principally engaged in interior decoration. And from October 2005 to June 2019, he served as the deputy chief financial officer at Zhejiang Kexin Cultural Development Co., Ltd. and its affiliates, companies principally engaged in cultural venue design, construction and consulting, where he was primarily responsible for overall financial management.

Mr. Wang obtained his associate's degree in accounting from Zhejiang Shuren University (浙江樹人大學) in the PRC in June 2001, and further obtained his bachelor's degree in accounting from Zhejiang University of Finance and Economics (浙江財經大學) in the PRC in June 2007.

General

Save as disclosed in this section, each of our senior management members has confirmed that:

(1) he does not hold and has not held any other positions in our Company and any other members of our Company as of the Latest Practicable Date;

(2) other than being a Director and/or a member of our Company's senior management, he does not have any relationship with any Directors, any other senior management members of our Company or substantial shareholders of our Company;

(3) he has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date; and

(4) he has not completed his education programs as disclosed in this section by way of attendance of long distance learning or online courses.

JOINT COMPANY SECRETARIES

Mr. SHI Xinlin (石欣霖) was appointed as one of our joint company secretaries on June 25, 2025 with effect upon the Listing. Mr. Shi joined our Group in March 2023 as the investment manager of our Company, responsible for overseeing matters relating to investor relations and investment and financing of our Company.

From June 2019 to October 2020, he served as an executive director and the manager at Shenyang Chaoneng Jinnao Education Consulting Services Co., Ltd. (瀋陽超能金腦教育諮詢服務有限公司), where he was primarily responsible for overall corporate management. And from September 2021 to February 2023, Mr. Shi acted as the securities affairs representative of Hangzhou Bensong New Materials Technology Co., Ltd. (杭州本松新材料技術股份有限公司), where he was primarily responsible for investment and financing affairs and investor relations.

Mr. Shi obtained his bachelor's degree in economic from University of California, Irvine in the U.S. in March 2017. He also obtained the certificate of completion of Korean level VI from Seoul National University in Korea in May 2011. And he obtained the Qualification Certificate of Board Secretary (董事會秘書資格證書) in the PRC from Shenzhen Stock Exchange in November 2022.

Ms. AU Wing Sze (區詠詩) was appointed as one of our joint company secretaries on June 25, 2025 with effect upon the Listing. Ms. Au is a manager of the listing services department of TMF Hong Kong Limited, responsible for providing corporate secretarial and compliance services to listed companies. She has over 12 years of experience in the corporate secretarial field. Ms. Au is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She holds a master degree of corporate governance from Hong Kong Metropolitan University.

COMPLIANCE ADVISER

We have appointed Maxa Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us on the following circumstances:

- before the publication of any announcements, circulars or financial reports;
- where a transaction, which might be a notifiable or connected transaction under Chapters 14 and 14A of the Listing Rules is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of us regarding unusual price movement and trading volume or other issues under Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, Maxa Capital Limited will, in a timely manner, inform us of any amendment or supplement to the Listing Rules and new or amended laws and regulations in Hong Kong applicable to us.

The terms of the appointment shall commence on the Listing Date and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the Listing Date.

BOARD COMMITTEES

We have established the following committees on our Board with effect from the Listing Date: an audit committee, a remuneration committee and a nomination committee. The committees operate in accordance with the terms of reference established by our Board.

Audit Committee

We have established an audit committee (effective from the Listing Date) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules (the "**Corporate Governance Code**"). The Audit Committee consists of Ms. ZHANG Jing, Mr. WANG Kaifeng and Dr. XU Chen, with Ms. ZHANG Jing being the chairperson of the committee. Ms. ZHANG Jing holds the appropriate accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee are to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management systems, overseeing the audit process, and performing other duties and responsibilities as assigned by our Board, which include amongst other things:

- proposing to our Board the appointment and replacement of external audit firms;
- supervising the implementation of our internal audit system;
- liaising between our internal audit department and external auditors;
- reviewing our financial information and related disclosures; and
- other duties conferred by our Board.

Remuneration Committee

We have established a remuneration committee (effective from the Listing Date) with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of part 2 of the Corporate Governance Code. The Remuneration Committee consists of Mr. CHA Yang (alias Stanley CHA), Dr. SONG Ning and Ms. ZHANG Jing, with Mr. CHA Yang (alias Stanley CHA) being the chairperson of the committee.

The primary duties of the Remuneration Committee are to develop remuneration and appraisal policies of our Directors, evaluate the performance, make recommendations on the remuneration packages of our Directors and senior management and evaluate and make recommendations on employee benefits, which include, amongst other things:

- establishing, reviewing and making recommendations to our Board on our policy and structure concerning remuneration and appraisal of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and appraisal;
- determining the terms of the specific remuneration package of each Director and members of senior management;
- reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time;
- reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules; and
- other duties conferred by our Board.

Nomination Committee

We have established a nomination committee (effective from the Listing Date) with written terms of reference in compliance with paragraph B.3 of part 2 of the Corporate Governance Code. The Nomination Committee consists of Dr. SONG Ning, Ms. ZHANG Jing and Mr. WANG Kaifeng, with Dr. SONG Ning being the chairperson of the committee.

The primary duties of the Nomination Committee are to make recommendations to our Board in relation to the appointment and removal of our Directors which include, amongst other things:

- reviewing the structure, size and composition of our Board on a regular basis, assisting our Board in maintaining a board skills matrix, and making recommendations to our Board regarding any proposed changes;
- identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorships;
- assessing the independence of independent non-executive Directors;
- making recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors;
- supporting our Company's regular evaluation of our Board's performance; and
- other duties conferred by our Board.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders.

Corporate Governance Code

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the Listing.

Under paragraph C.2.1 of part 2 of the Corporate Governance Code, the roles of chairperson and chief executive should be separate and should not be performed by the same individual. Dr. Song is the chairperson of our Board and the general manager of our Company. With experience in intelligent medical imaging technology and having served in our Company since its establishment, Dr. Song is in charge of overseeing overall management, strategic planning, operations, and corporate governance of our Group. Despite the fact that the roles of the chairperson of our Board and the general manager of our Company are both performed by Dr. Song which constitutes a deviation from paragraph C.2.1 of part 2 of the Corporate Governance Code, our Board considers that vesting the roles of both the chairperson of our Board and the general manager of our Company all in Dr. Song has the benefit of ensuring consistent leadership and more effective and efficient overall strategic planning of our Company. The balance of power and authority is ensured by the operation of our Board and our senior management, each of which comprises experienced and diverse individuals. Our Board currently comprises two executive Directors, three non-executive Directors and three independent non-executive Directors. Therefore, our Board possesses a strong independence element in its composition.

Save as disclosed above, we intend to comply with all code provisions under the Corporate Governance Code.

Board Diversity

We seek to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. We have adopted a board diversity policy (the "**Board Diversity Policy**") (with effect from the Listing) to enhance the effectiveness of our Board and to maintain a high standard of corporate governance. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a Director, the Nomination Committee will consider a range of diversity perspectives with reference to our Company's business model and specific needs, including but not limited to gender, age, language, cultural and educational background, professional qualifications, skills, knowledge, industry, regional experience and length of service. Furthermore, the Nomination Committee is responsible for reviewing the diversity of our Board, reviewing the Board Diversity Policy from time to time, developing and reviewing measurable objectives for implementing the Board Diversity Policy, and monitoring the progress on achieving these measurable objectives in order to ensure that the Board Diversity Policy remains effective.

Our Directors have a balanced mixed of knowledge and skills, including but not limited to R&D, management, finance, accounting, investment, teaching, academia and law. They obtained degrees in various majors including medical genetics, medicine, histology and embryology, reproductive medicine, biomedical engineering, clinical medicine, finance, electronic instruments and measurement technology, business administration, accounting, physics, law, medical nutrition and pharmaceuticals. Furthermore, our Board has a relatively wide range of ages, ranging from 33 years old to 69 years old, and consists of six male members and two female members. Our Company has reviewed the membership, structure and composition of our Board, and is of the opinion that the structure of our Board is reasonable, and the experience and skills of the Directors in various aspects and fields can enable our Company to maintain a high standard of operation.

Our Company will, among others, (i) disclose the biographical details of each Director and (ii) report on the implementation of the Board Diversity Policy (including whether we have achieved board diversity) in its annual corporate governance report. In particular, our Company will take opportunities to increase the proportion of female members of our Board when selecting and recommending suitable candidates for Board appointments to help enhance gender diversity in accordance with stakeholder expectations and recommended best practices. Our Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that our Company will have a pipeline of female senior management and potential successors to our Board. We believe that such merit-based selection process with reference to our Board Diversity Policy and the nature of our business will be in the best interests of our Group and our Shareholders as a whole.

Board of Supervisors

The shareholders' general meeting of the Company held on April 25, 2025 has approved the cancellation of the board of supervisors of our Company with immediate effect.

COMPETITION

Each of our Directors confirms that as of the Latest Practicable Date, he/she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

We offer our executive Director and senior management members, who are also employees of our Group, emolument in the form of fees, salaries, bonuses, allowances, benefits in kind, share-based payment expenses and pension scheme contributions. Our Directors' remuneration is determined with reference to the relevant Director's experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions. Our independent non-executive Directors receive emolument based on their responsibilities (including being members or the chairperson of Board committees).

The aggregate amounts of remuneration (including fees, salaries, bonuses, allowances, benefits in kind, share-based payment expenses and pension scheme contributions) which was paid to our Directors for the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025 were RMB1.5 million, RMB1.5 million and RMB1.3 million, respectively.

It is estimated that the aggregate amount of remuneration (including fees, salaries, bonuses, allowances, benefits in kind, share-based payment expenses and pension scheme contributions) payable to our Directors for the financial year ending December 31, 2025 would be approximately RMB2.3 million under arrangements in force as of the date of this prospectus.

For the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, there were one, one and one Directors among the five highest paid individuals, respectively. The aggregate amounts of remuneration (including fees, salaries, bonuses, allowances, benefits in kind, share-based payment expenses and pension scheme contributions) which were paid or payable by our Group to our five highest paid individuals (excluding Directors) for the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025 were RMB4.8 million, RMB2.5 million and RMB2.5 million, respectively.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group, (ii) no compensation was paid to, or receivable by, our Directors, past Directors or the five highest paid individuals for the loss of office as a director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group, and (iii) none of our Directors waived or agreed to waive any emoluments.

Except as disclosed above, no other payment has been paid, or is payable, by our Group to our Directors or the five highest paid individuals of our Group during the Track Record Period.

For additional information on remuneration of Directors during the Track Record Period as well as information on the five highest paid individuals, see notes 8 and 9 to the Accountants' Report.

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Dr. Song was able to exercise voting rights attached to 42,102,157 Shares, representing approximately 52.06% of the voting rights in our Company through (i) his personal capacity as to 24,293,507 Shares, representing approximately 30.04% of our total issued share capital, (ii) Diagens Nuohui as to 7,614,901 Shares, representing approximately 9.42% of our total issued share capital, (iii) Diagens Nuoda as to 4,759,247 Shares, representing approximately 5.88% of our total issued share capital, (iv) Deqian Technology as to 3,530,834 Shares, representing approximately 4.37% of our total issued share capital, and (v) Diagens Nuoxin as to 1,903,668 Shares, representing approximately 2.35% of our total issued share capital. Diagens Nuohui is our ESOP Platform and managed by Dr. Song as its sole general partner, who is entitled to full exercise of its voting rights in our Company. Each of Diagens Nuoda, Deqian Technology and Diagens Nuoxin, being an investment holding platform, is a limited partnership established under the laws of the PRC and is managed by Dr. Song as its sole general partner, who is entitled to full exercise of its voting rights in our Company.

Defeng Acceleration, Defeng Origin and Defeng Rise are the limited partners of Diagens Nuohui with approximately 61.35%, 36.61% and 1.94% partnership interest in Diagens Nuohui, respectively, and each of Defeng Acceleration, Defeng Origin and Defeng Rise were established to facilitate the management and operation of the incentive scheme. Given the limited partners in each of Defeng Acceleration, Defeng Origin and Defeng Rise are the grantees of the incentive scheme and do not have right to control the relevant the limited partnership, thus, limited partners of the relevant entities should not be considered as members of the group of Controlling Shareholders. It is further submitted that, except for the limited partners of Diagens Nuohui, none of the limited partners of each of Defeng Acceleration, Defeng Origin and Defeng Rise holding 30% or more limited partnership interests therein. Further, each of Diagens Nuoda, Deqian Technology, Diagens Nuoxin and Hangzhou Dezhi (the only limited partner of Deqian Technology with 99.90% partnership interest in Deqian Technology) is an investment holdings platform established by its partners. As confirmed by the relevant entities, the right of making investment and divestment decisions of each the entities is resided with its general partner, none of its limited partners has the right to control the relevant limited partnership. The voting power of Deqian Technology is resided with its general partner, i.e. Dr. Song. Hangzhou Dezhi, as confirmed by Deqian Technology, though holding more than 30% of the limited partnership interests in Deqian Technology has no right to control its investment and divestment decisions. Thus, Hangzhou Dezhi shall not be considered as a member of the group of Controlling Shareholders. In addition, GUO Jian (郭健), which holding approximately 62.50% of the limited partnership interests in Diagens Nuoxin, is an Independent Third Party passive investor and has no control over the Diagens Nuoxin. Dr. Song, as the general partner, has the right to control the investment and divestment decisions of it. As confirmed with Dr. Song, all the Shares and interest of the Company, directly or indirectly, held by him is in his own capacity without any entrustment arrangement.

As such, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin were collectively entitled to exercise voting rights attached to 42,102,157 Shares, representing approximately 52.06% of our total issued shares as of the Latest Practicable Date, and are considered as a group of Controlling Shareholders pursuant to the Listing Rules and Chapter 1.1C under the Guide for New Listing Applicants. Immediately before the completion of the Global Offering, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin will be collectively entitled to exercise voting rights attached to 42,102,157 H Shares, representing approximately 52.06% of our total issued shares, and are considered as a group of Controlling Shareholders pursuant to the Listing Rules and Chapter 1.1C under the Guide for New Listing Applicants. Immediately following the completion of the Global Offering, Dr. Song, Diagens Nuohui, Diagens Nuoda, Deqian Technology and Diagens Nuoxin will be collectively entitled to exercise voting rights attached to 42,102,157 H Shares, representing approximately 47.37% of our total issued shares, and hence they will continue to be a group of Controlling Shareholders.

Other than the controlling interests in the Group, Dr. Song also owns controlling interests in Hangzhou WiseDiag Technology Co., Ltd. (杭州智診科技有限公司) ("**Hangzhou WiseDiag**") during the Track Record Period and up to the Latest Practicable Date and is able to exercise approximately 94.74% voting rights of Hangzhou WiseDiag through the equity interest he directly held and indirectly held by the shareholding platforms controlled by him with the remaining 5.26% voting rights controlled by two other shareholders who are Independent Third Parties. To the best

knowledge of the Company, Hangzhou WiseDiag primarily conducted business through its "Haoban" (好伴) App targeting individual consumer clients. The individual consumer client will upload the report/diagnosis to the Haoban App, and the Haoban App will analyze the text in the report/diagnosis and then provide the consultation advice. Throughout the Track Record Period and up to the Latest Practicable Date, except for the one-off sales of monitors and provision of software development services by the Group to Hangzhou WiseDiag for an aggregate amount of approximately RMB65,000, the Group and Hangzhou WiseDiag had no overlapping customer, shared R&D resources or other transactions between our Company and Hangzhou WiseDiag. Further, as of the Latest Practicable Date, save for Dr. Song being an overlapping shareholder, there were no other overlapping shareholder, director or senior management member between our Company and Hangzhou WiseDiag. Further, the Company confirms that there are no products nor indications provided by Hangzhou WiseDiag (including its "Haoban" (好伴) App) that overlap or cover similar indications, such as chromosome karyotyping, as those provided by the Group. In view of the above, the Directors are of the view that, and the Sole Sponsor concurs, the business carried out by Hangzhou WiseDiag does not constitute competing businesses of our Company.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our group of Controlling Shareholders confirmed that they did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules. Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our group of Controlling Shareholders and their respective close associates after the Listing.

Management Independence

Our Board comprises eight Directors, including two executive Directors, three non-executive Directors and three independent non-executive Directors. Although Dr. Song, being a member of our Controlling Shareholders, also serve as our executive Director and senior management, our Directors believe that our Board and senior management will function independently from our Controlling Shareholders for the following reasons:

(a) each of our Directors is aware of his/her fiduciary duties as a Director which require, among others, that he/she acts for the benefit of and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;

(b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions, and shall not be counted in the quorum;

(c) our Board comprises eight Directors, and three of them are independent non-executive Directors, which represents more than one third of the members of our Board. Our independent non-executive Directors have extensive experience in different areas and have been appointed in accordance with the requirements of the Listing Rules to ensure that the decisions of our Board are made after due consideration of independent and impartial opinions; and

(d) other members of our senior management are independent from our Controlling Shareholders. They are experienced in the industry which we are engaged in. Accordingly, they are able to discharge their duties independently from our Controlling Shareholders.

Having considered the above factors, our Directors are satisfied that they are able to perform their roles in our Company independently, and our Director are of the view that we are capable of managing our business independently from our group of Controlling Shareholders following the completion of the Global Offering.

Operational Independence

We have full rights to make all decisions on, and to carry out, our own business operations independently. Our Company, through itself and our subsidiaries, holds the licenses and qualifications necessary to carry on our current business, and has sufficient capital, facilities, technology and employees to operate the business independently from our group of Controlling Shareholders. We have access to third parties independently from and not connected to our group of Controlling Shareholders for sources of suppliers and customers.

Based on the above, our Directors believe that we will be able to operate independently from our group of Controlling Shareholders and their close associates.

Financial Independence

We have an independent financial system. We make financial decisions according to our own business needs, and neither our group of Controlling Shareholders nor their close associates intervene with our use of funds. We have established an independent finance department with a team of finance staff and an independent audit, accounting and financial management system.

In addition, we have been and are capable of obtaining financing from third parties without relying on any guarantee or security provided by our group of Controlling Shareholders or their close associates. As of the Latest Practicable Date, there was no loan, advance or guarantee provided by our group of Controlling Shareholders or their close associates.

Based on the above, our Directors believe that we are capable of carrying on our business independently of, and do not place undue reliance on, our group of Controlling Shareholders and their close associates after the Listing.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflicts of interests between our Group and our group of Controlling Shareholders:

(a) our Articles provide that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his or her associates have a material interest nor shall such Director be counted in the quorum present at the meeting;

(b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from the board meetings on matters in which such Director or his or her associates have a material interest;

(c) we are committed that our Board should include a balanced composition of executive Directors and independent non-executive Directors. We have appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. Details of our independent non-executive Directors are set out in the section headed "Directors and Senior Management" in this prospectus;

(d) as required by the Listing Rules, our independent non-executive Directors shall review all connected transactions (if any) annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interest of our Shareholders as a whole;

(e) our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules;

(f) where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company's expenses; and

(g) we have appointed Maxa Capital Limited as our compliance adviser to provide advice and guidance to us in respect of compliance with the applicable laws and regulations in Hong Kong, as well as the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Group and our group of Controlling Shareholders, and to protect our minority Shareholders' interests after the Listing.

So far as our Directors are aware, immediately following the completion of the Global Offering, the following persons will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, will be, directly or indirectly, 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 our Company:

Name of Shareholder	Capacity/nature of interest	Number of Shares held as of the Latest Practicable Date	Approximate percentage of shareholding in the total issued share capital of our Company as of the Latest Practicable Date	Class and Number of Shares to be held upon completion of the Global Offering	Approximate percentage of shareholding in the relevant class of Shares immediately upon completion of the Global Offering[1]	Approximate percentage of shareholding in the total issued share capital of our Company immediately upon completion of the Global Offering[1]
			(%)		*(%)*	*(%)*
Dr. Song[2][3][4][5][6]	Beneficial owner; Interests in controlled corporations	42,102,157	52.06	42,102,157 H Shares – Unlisted Shares	47.37 –	47.37
Diagens Nuohui[3]	Beneficial owner	7,614,901	9.42	7,614,901 H Shares – Unlisted Shares	8.57 –	8.57
Hangzhou Defeng Acceleration Technology Management Partnership (Limited Partnership) (杭州德灃加速科技管理合夥企業(有限合夥)) ("**Defeng Acceleration**")[3]	Interests in controlled corporations	7,614,901	9.42	7,614,901 H Shares – Unlisted Shares	8.57 –	8.57
Hangzhou Defeng Origin Technology Management Partnership (Limited Partnership) (杭州德灃起源科技管理合夥企業(有限合夥)) ("**Defeng Origin**")[3]	Interests in controlled corporations	7,614,901	9.42	7,614,901 H Shares – Unlisted Shares	8.57 –	8.57
Diagens Nuoda[4]	Beneficial owner	4,759,247	5.88	4,759,247 H Shares – Unlisted Shares	5.35 –	5.35
Hangzhou Zijingang Private Equity Fund Management Co., Ltd. (杭州紫金港私募基金管理有限公司) ("**Hangzhou Zijingang**")[7]	Interests in controlled corporations	8,780,023	10.86	8,780,023 H Shares – Unlisted Shares	9.88 –	9.88
Mr. YE Fu (葉福)[7]	Interests in controlled corporations	8,780,023	10.86	8,780,023 H Shares – Unlisted Shares	9.88 –	9.88
Shanghai Meihong Private Equity Fund Management Co., Ltd. (上海美鴻私募基金管理有限公司) ("**Shanghai Meihong**")[8][9]	Interests in controlled corporations	6,646,356	8.22	6,646,356 H Shares – Unlisted Shares	7.48 –	7.48
Hangzhou Meijing Equity Investment Partnership (Limited Partnership) (杭州美璟股權投資合夥企業(有限合夥)) ("**Hangzhou Meijing**")[8]	Interests in controlled corporations	6,646,356	8.22	6,646,356 H Shares – Unlisted Shares	7.48 –	7.48
Mr. CHEN Yilong (陳毅龍)[8][9]	Interests in controlled corporations	6,646,356	8.22	6,646,356 H Shares – Unlisted Shares	7.48 –	7.48
Ms. YUE Rengli (岳仍麗)[9]	Interests in controlled corporations	6,646,356	8.22	6,646,356 H Shares – Unlisted Shares	7.48 –	7.48

Notes:

(1) The calculation is based on the total number of nil Unlisted Shares in issue and 88,879,200 H Shares in issue upon Listing.

(2) Dr. Song beneficially holds 24,293,507 Shares.

(3) Diagens Nuohui, being an ESOP Platform, is managed and controlled by its general partner, Dr. Song. Diagens Nuohui is owned as to approximately 61.35% by Defeng Acceleration as its limited partner, which is in turn owned as to approximately 99.84% by Dr. Song as its general partner. Diagens Nuohui is owned as to approximately 36.61% by Defeng Origin as its limited partner, which is in turn managed by Dr. Song as its general partner and not owned as to more than 30% by any of its limited partners. Diagens Nuohui is owned as to approximately 1.94% by Hangzhou Defeng Rise Technology Limited Partnership (杭州德灃升騰科技管理合夥企業(有限合夥)), which is in turn managed by Dr. Song as its general partner and not owned as to more than 30% by any of its limited partners.

As such, under the SFO, each of Dr. Song, Hangzhou Defeng Acceleration Technology Management Partnership (Limited Partnership) and Hangzhou Defeng Origin Technology Management Partnership (Limited Partnership) is deemed to be interested in the 7,614,901 Shares held by Diagens Nuohui.

(4) Diagens Nuoda is managed by its general partner, Dr. Song. None of the limited partners (not including Dr. Song who is the general partner) of Diagens Nuoda owns more than 30% of limited partnership interests therein. As such, under the SFO, Dr. Song is deemed to be interested in the 4,759,247 Shares held by Diagens Nuoda.

(5) Deqian Technology is managed by its general partner, Dr. Song. And Deqian Technology is owned as to approximately 99.90% by Hangzhou Dezhi Technology Management Partnership (Limited Partnership) (杭州德智科技管理合夥企業(有限合夥)) as the sole limited partner, which is in turn owned as to approximately 76.71% by Dr. Song as its general partner.

As such, under the SFO, each of Dr. Song and Hangzhou Dezhi Technology Management Partnership (Limited Partnership) is deemed to be interested in the 3,530,834 Shares held by Deqian Technology.

(6) Diagens Nuoxin is managed by its general partner, Dr. Song. And Diagens Nuoxin is owned as to approximately 62.50% by Mr. GUO Jian (郭健) as its limited partner. None of other limited partners of Diagens Nuoxin owns more than 30% of partnership interests therein.

As such, under the SFO, each of Dr. Song and Mr. GUO Jian is deemed to be interested in the 1,903,668 Shares held by Diagens Nuoxin.

(7) Each of Hangzhou Zizhou Investment Management Limited Partnership (Limited Partnership) (杭州紫洲投資管理合夥企業(有限合夥)) ("**Hangzhou Zizhou**"), Hangzhou Zicheng Investment Management Limited Partnership (Limited Partnership) (杭州紫城投資管理合夥企業(有限合夥)) ("**Hangzhou Zicheng**") and Hangzhou Zizheng Investment Management Limited partnership (Limited Partnership) (杭州紫正投資管理合夥企業(有限合夥)) ("**Hangzhou Zizheng**") holds 4,694,039 Shares, 2,539,107 Shares, and 1,546,877 Shares, respectively. Each of them is managed by its general partner, Hangzhou Zijingang. Hangzhou Zicheng is owned as to 99% by Mr. ZHU Yuelong (朱躍龍) as its sole limited partner. None of the limited partners of any of Hangzhou Zizhou or Hangzhou Zizheng owns more than 30% of partnership interests therein, respectively. Hangzhou Zijingang is owned as to 95% by Mr. YE Fu (葉福).

As such, under the SFO, each of Hangzhou Zijingang and Mr. YE Fu is deemed to be interested in the 8,780,023 Shares held by Hangzhou Zizhou, Hangzhou Zicheng and Hangzhou Zizheng in aggregate.

(8) Hetu No. 6 is managed by its general partner, Shanghai Meihong. And Hetu No. 6 is owned as to approximately 39% by Hangzhou Meijing as its limited partner, which is in turn managed by Shanghai Meihong as its general manager and owned as to approximately 65.67% by Mr. CHEN Yilong (陳毅龍) as a limited partner. None of other limited partners of any of Hetu No. 6 or Hangzhou Meijing owns more than 30% of partnership interests therein.

As such, under the SFO, each of Shanghai Meihong, Hangzhou Meijing and Mr. CHEN Yilong is deemed to be interested in the 4,491,905 Shares held by Hetu No. 6.

(9) Hangzhou Hefu is managed by its general partner, Shanghai Meihong. And Hangzhou Hefu is owned as to approximately 49.5% by each of Mr. CHEN Yilong and Ms. YUE Rengli (岳仍麗). As such, under the SFO, each of Shanghai Meihong, Mr. CHEN Yilong and Ms. YUE Rengli is deemed to be interested in the 2,154,451 Shares held by Hangzhou Hefu.

For details of the substantial shareholders who will be, directly or indirectly, 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 member of our Group other than our Company, see "Further Information about Our Directors and Substantial Shareholders — 1. Disclosure of Interests" in Appendix VI to this prospectus.

Save as disclosed herein, our Directors are not aware of any persons who will, immediately following completion of the Global Offering, without taking into account the Offer Shares that may be taken up under the Global Offering, have interests or short positions in Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or, will be, directly or indirectly, 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 our Company.

This section presents certain information regarding our share capital prior to and upon the completion of the Global Offering.

BEFORE THE GLOBAL OFFERING

As of the Latest Practicable Date, the registered share capital of our Company was RMB80,880,000 comprising 80,880,000 Unlisted Shares with a nominal value of RMB1.00 each.

UPON COMPLETION OF THE GLOBAL OFFERING

Immediately upon completion of the Global Offering, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the total issued share capital
		(%)
Unlisted Shares in issue*(note)*	–	–
H Shares to be converted from Unlisted Shares*(note)*	80,880,000	91
H Shares to be issued pursuant to the Global Offering	7,999,200	9
Total	**88,879,200**	**100.00**

SHARE CLASSES

Upon completion of the Global Offering and conversion of 80,880,000 Unlisted Shares into H Shares, our Shares will consist of Unlisted Shares and H Shares. Both Unlisted Shares and H Shares are ordinary shares in the share capital of our Company. Apart from certain qualified domestic institutional investors in the PRC, certain qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed by or traded among legal and natural persons of the PRC.

Unlisted Shares and H Shares are regarded as one class of shares under our Articles of Association, and Unlisted Shares and H Shares will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this prospectus. Other than cash, dividends could also be paid in the form of shares or a combination of cash and shares.

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

All our Unlisted Shares are not listed or traded on any stock exchange. The holders of our Unlisted Shares may, at their own option, authorize us to apply to the CSRC for conversion of their respective Unlisted Shares to H Shares. After the conversion of Unlisted Shares, such converted Shares may be listed or traded on an overseas stock exchange, provided that such conversion shall have gone through any requisite internal approval process and complied with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the overseas stock exchange(s) and the filing procedure with the CSRC shall have been completed. The listing of such converted Shares on the Hong Kong Stock Exchange will also require the approval of the Hong Kong Stock Exchange. In addition, such conversion, trading and listing shall in all respects comply with the regulations prescribed by the State Council's securities regulatory authorities and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

Based on the procedures for the conversion of our Unlisted Shares into H Shares as disclosed in this section, we can apply for the listing of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and

delivery of Shares for entry on the H Share register. As any listing of additional Shares after our initial listing on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it will not require such prior application for listing at the time of our initial listing in Hong Kong.

No class Shareholder voting is required for the listing and trading of the converted Shares on the Hong Kong Stock Exchange. Any application for listing of the converted Shares on the Hong Kong Stock Exchange after our initial listing is subject to prior notification by way of announcement to inform Shareholders and the public of such proposed conversion.

After all the requisite approvals have been obtained, the following procedure will need to be completed in order to effect the conversion: the relevant Unlisted Shares will be withdrawn from the Unlisted Share register and we will re-register such Shares on our H Share register maintained in Hong Kong and instruct the H Share Registrar to issue H Share certificates. Registration on our H Share register will be conditional on (a) our H Share Registrar lodging with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register of members and the due dispatch of H Share certificates; and (b) the admission of the H Shares to trade on the Hong Kong Stock Exchange in compliance with the Listing Rules, the General Rules of HKSCC and the HKSCC Operational Procedures in force from time to time. Until the converted shares are re-registered on our H Share register, such Shares would not be listed as H Shares.

TRANSFER OF SHARES ISSUED PRIOR TO LISTING DATE

Pursuant to the Company Law of the People's Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time ("**PRC Company Law**"), our Shares issued prior to the Listing shall not be transferred within one year from the Listing Date.

REGISTRATION OF SHARES NOT LISTED ON THE OVERSEAS STOCK EXCHANGE

According to the Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of H-Share Listed Companies (《H股公司境內未上市股份申請"全流通"業務指引》) announced by the CSRC, the domestic shareholders of Unlisted Shares shall handle share transfer registration business in accordance with the relevant business rules of the China Securities Depository and Clearing Corporation Limited. Further, H-share companies should submit the relevant status reports to the CSRC within 15 days after the transfer registration with the China Securities Depository and Clearing Corporation Limited of the Unlisted Shares involved in the application is completed.

CIRCUMSTANCES UNDER WHICH A GENERAL MEETING IS REQUIRED

For details of circumstances under which a general meeting of our Company is required, see "Company Law of the People's Republic of China — Shareholders' meeting" in Appendix IV to this prospectus.

The following discussion and analysis should be read in conjunction with the combined financial information together with the accompanying notes in the Accountants' Report included in Appendix I to this prospectus. Our historical financial information and the combined financial statements of our Group have been prepared in accordance with the HKFRS Accounting Standards, which may differ in certain material aspects from generally accepted accounting principles in other jurisdictions. You should read the whole Appendix I and not rely merely on the information contained in this section. Unless the context otherwise requires, historical financial information in this section is described on a combined basis.

The discussion and analysis set forth in this section contains forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. Our actual results may differ significantly from those projected. Factors that could cause or contribute to such differences include, without limitation, those discussed in the sections headed "Risk Factors" and "Business" and elsewhere in this prospectus. Discrepancies between totals and sums of amounts listed in this section in any table or elsewhere in this prospectus may be due to rounding.

OVERVIEW

Established in 2016, we are a medical devices company focusing on developing medical imaging products and services. During the Track Record Period, we derived revenue from offering a comprehensive intelligent medical imaging product portfolio designed to address clinical applications with significant market potential, including reproductive healthcare and hematological malignancies. Our portfolio includes:

- **Medical Imaging Software**, including our Core Product, AI AutoVision® (a registration-stage auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping), one commercialized product AutoVision® and other medical imaging software product candidates under pre-clinical stage.

- **Medical Devices**, including commercialized KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning System, covering the entire process from sample preparation to image scanning.

- **Reagents and Consumables**, including reagents and consumables for cell and slide preparation.

- **Technology Licensing**, In managing this business segment, we charge clients licensing fees for using our model through iMed MaaS® platform system.

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

The growth of intelligent medical imaging market

We believe that our financial performance and future growth are dependent on the overall growth of intelligent medical imaging market. Driven by growing demand, advancement in AI technologies, development of hospital information system and favorable policies, the market size of intelligent medical imaging market in China is expected to reach RMB40.1 billion by 2030 at a CAGR of 60.2% between 2024 and 2030, and further grow to RMB78.1 billion by 2035, at a CAGR of 14.2% between 2030 and 2035. For more details, see "Industry Overview" in this Prospectus. Our successfully commercialized foundation model and comprehensive production portfolio enable us to capture the market opportunities in the explosive intelligent medical imaging market.

Development and Commercialization of Our AI AutoVision®

Our results of operations will depend to an extent on the successful commercial sales of our Core Product, AI AutoVision®. It has successfully completed clinical trials and submitted a Class III medical device registration application to the NMPA in May 2025. As of the Latest Practicable Date, as stipulated in the June NMPA Communication and December NMPA Communication, the NMPA has no objections toward the registrational approval of AI AutoVision®. The successful completion of registration procedure and subsequent commercialization of our Core Product is expected to bring us strong business growth driven by the expected strong growth in demand for high-risk pregnancy management, and the gradual maturity of AI technologies in medical imaging.

Our Ability to Increase the Sales Volume of Our Product and Services

Our ability to successfully increase the sales volume of our product and services significantly affects our business and results of operations. During the Track Record Period, we have successfully commercialized our medical imaging software and medical devices and the revenue generated from our medical imaging software and medical devices amounted to RMB43.9 million, RMB40.8 million, and RMB48.7 million, respectively, accounting for 83.1%, 58.0% and 43.6%, respectively, of the corresponding periods. In addition, we have launched the technology licensing business in September 2024 and have recorded strong growth since then. We also generated revenue from analysis and consulting services during the Track Record Period. Going forward, we expect that sales of medical imaging software and medical devices will continue accounting for a substantial portion of our total revenue in the near future, in particular, as a result of the expected successful commercialization of our Core Product. In the mean time, we plan to keep promote growth of other business lines. If we are unable to continue to increase revenue of our products and services from existing and new customers, our financial performance will be adversely impacted.

Our Ability to Manage Costs and Improve Operating Efficiency

Our results of operations are significantly affected by our ability to manage costs and improve operating efficiency. Our cost structure primarily consists of cost of sales, research and development expenses, administrative expenses and sales and marketing expenses. For detailed analysis of our costs, see "— Description of Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income". We expect our cost structure to evolve as we develop and expand our business. As we continue to develop new products and technologies, we expect to incur additional costs and expenses in relation to our research and development, raw materials procurement, production and sales and marketing, among other things.

BASIS OF PREPARATION

The consolidated financial statements of our Group for the Track Record Period, on which the historical financial information is based, have been prepared in accordance with the accounting policies which conform with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) as issued by the HKICPA and accounting principles generally accepted in Hong Kong and were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. The historical financial information has been prepared under the historical cost convention, except for wealth management products and certain of the Group's time deposits which have been measured at fair value.

The historical financial information has been prepared in accordance with the accounting policies set out in Note 2.3 to the Accountants' Report in Appendix I to this prospectus which conform with HKFRS Accounting Standards.

MATERIAL ACCOUNTING POLICIES AND SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our consolidated financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgments relating to accounting items. We set out below some of the accounting policies and estimates that we believe are of critical importance to us or involve the most significant estimates and judgments used in the preparation of our financial statements. Our material accounting policies, judgments and estimates, which are important for understanding our financial condition and results of operations, are set out in further details in Note 2.3 and Note 3 to the Accountants' Report in Appendix I to this prospectus.

Revenue Recognition

Revenue from contracts with customers

(a) Sale of medical imaging software and medical devices

Revenue from the sale of medical imaging software and medical devices is recognized at the point in time when control of the asset is transferred to the customer, generally on acceptance of the products.

(b) Technology licensing

The Group grants medical imaging AI foundation models license to customers. Revenue is recognized at the point in time when the customer can first use and benefit from the license.

(c) Analysis and consulting services

Revenue from analysis and consulting services is recognized at the point in time when the service is provided and accepted by the customer.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labor and an appropriate proportion of overheads. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Impairment of non-financial assets

In line with our accounting policies, we assess whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

In line with our accounting policies, we recognize an impairment loss if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset. During the Track Record Period, our management did not consider net losses as an indication of the impairment for the non-financial assets mainly due to the factors that (i) we recorded net loss primarily caused by significant costs and expenses in relation to R&D which is consistent with our management's expectations; (ii) our R&D were carried forward as planned during the Track Record Period; and (iii) the fair value of our principal business significantly exceeded the carrying amounts of our net assets based on our management's assessment.

In addition, all of our right-of-use assets and property and equipment and intangible assets were in good condition and normal use, with no obsolescence or physical damage occurring or anticipated in the near future.

As explained above, at the end of each period during the Track Record Period, no indication of impairment for non-financial assets, including property and equipment, right-of-use assets and intangible assets, was identified by us.

Provision for expected credit losses on trade receivables

Our Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on ageing period for customer segments that have similar loss patterns.

The provision matrix is initially based on our Group's historical expected default rates. Our Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information such as the debtors and the economic environment. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical credit loss rates are adjusted. At each reporting date, the historical credit loss rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical credit loss rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. Our Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. Further details are contained in note 18 to the Historical Financial Information.

DESCRIPTION OF SELECTED COMPONENTS OF 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 periods indicated.

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*
					(unaudited)			
Revenue	52,844	100.0	70,352	100.0	19,588	100.0	111,616	100
Cost of sales	(15,349)	(29.0)	(24,291)	(34.5)	(11,192)	(57.1)	(26,947)	(24.1)
Gross profit	37,495	71.0	46,061	65.5	8,396	42.9	84,669	75.9
Other income and gains	6,036	11.4	10,006	14.2	7,240	37.0	13,633	12.2
Research and development costs	(28,644)	(54.2)	(25,519)	(36.3)	(14,394)	(73.5)	(68,672)	(61.5)
Administrative expenses	(29,927)	(56.6)	(25,618)	(36.4)	(17,447)	(89.1)	(40,444)	(36.2)
Selling and distribution expenses	(21,912)	(41.5)	(24,950)	(35.5)	(18,436)	(94.1)	(19,339)	(17.3)
Impairment losses on financial assets, net	(1,198)	(2.3)	(2,067)	(2.9)	(264)	(1.3)	(5,916)	(5.3)
Other expenses	(1,712)	(3.2)	(17)	(0.0)	(56)	(0.3)	(123)	(0.1)
Finance costs	(16,320)	(30.9)	(21,190)	(30.1)	(15,784)	(80.6)	(496)	(0.4)
Share of profits and losses of an associate	(2)	(0.0)	(95)	(0.1)	(94)	(0.5)	25	0.0
LOSS BEFORE TAX	**(56,184)**	**(106.3)**	**(43,389)**	**(61.7)**	**(50,839)**	**(259.5)**	**(36,663)**	**(32.8)**
Income tax credit	68	0.1	14	0.0	29	0.1	14	0.0

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*	*RMB'000*	*% of Revenue*
					(unaudited)			
LOSS FOR THE YEAR/PERIOD	**(56,116)**	**(106.2)**	**(43,375)**	**(61.7)**	**(50,810)**	**(259.4)**	**(36,649)**	**(32.8)**
OTHER COMPREHENSIVE INCOME								
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:								
Financial assets at fair value through other comprehensive income:								
Changes in fair value	352	0.7	621	0.9	464	2.4	464	0.4
Income tax effect	(53)	(0.1)	(93)	(0.1)	(70)	(0.4)	(70)	(0.1)
	299	0.6	528	0.8	394	2.0	394	0.4
OTHER COMPREHENSIVE INCOME FOR THE YEAR/PERIOD, NET OF TAX	299	0.6	528	0.8	394	2.0	394	0.4
TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD	**(55,817)**	**(105.6)**	**(42,847)**	**(60.9)**	**(50,416)**	**(257.4)**	**(36,255)**	**(32.5)**

Revenue

Revenue by Business Segments

During the Track Record Period, we generated revenue primarily from the following business segments:

- **Medical Imaging Software and Medical Devices**. In managing this business segment, we derived revenue from the sales of medical imaging software and medical devices. The future sales of our Core Product, AI AutoVision® after registration approval will be categorized under this segment.

- **Technology Licensing**. We commenced technology licensing business since September 2024, where we charge clients licensing fees for using our iMedImage® foundation model through iMed MaaS® platform.

- **Analysis and Consulting Services**. In managing this business segment, we derived revenue by charging service fees from our customers, which are mainly hospitals, for providing consulting services based on our analysis of the test results of chromosome karyotyping.

The table below sets forth a breakdown of our revenue by business segments for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Medical Imaging Software and Medical Devices	43,900	83.1	40,838	58.0	12,770	65.2	48,678	43.6
Technology Licensing	–	–	19,539	27.8	475	2.4	57,367	51.4
Analysis and Consulting services	6,303	11.9	7,291	10.4	4,454	22.7	3,512	3.1
Others*	2,641	5.0	2,684	3.8	1,889	9.7	2,059	1.9

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Total	**52,844**	**100.0**	**70,352**	**100.0**	**19,588**	**100.0**	**111,616**	**100.0**

Note:

* Others primarily represent revenue generated from sales of reagents and consumables and rental income.

Cost of Sales

The following table sets forth a breakdown of our cost of sales by nature for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Material costs	9,120	59.4	16,378	67.4	5,841	52.2	18,444	68.4
Staff costs	3,027	19.7	3,330	13.7	1,821	16.3	4,589	17.0
Depreciation	1,400	9.1	2,222	9.1	2,079	18.6	1,580	5.9
Warranty costs	930	6.1	1,381	5.7	889	7.9	1,551	5.8
Share-based payment	221	1.4	5	0.0	4	0.0	2	0.0
Others*	651	4.3	975	4.1	558	5.0	781	2.9
Total	**15,349**	**100.0**	**24,291**	**100.0**	**11,192**	**100.0**	**26,947**	**100.0**

* Others primarily represent costs associated with utility, travel, repairment and transportation costs.

During the Track Record Period, we recorded an increase in overall cost of sales, as well as its key components, including material costs and staff costs, mainly due to our business growth, particularly the increase in our medical imaging software and medical devices business segment, as well as growth in technology licensing business that we commenced in 2024.

The following table sets forth a breakdown of our cost of sales by business segments for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Medical Imaging Software and Medical Devices	10,269	66.9	17,665	72.7	6,615	59.1	20,933	77.7
Technology Licensing	–	–	548	2.3	26	0.2	1,989	7.4
Analysis and Consulting Services	3,576	23.3	3,545	14.6	3,021	27.0	2,447	9.1
Others*	1,504	9.8	2,533	10.4	1,530	13.7	1,578	5.8
Total	**15,349**	**100.0**	**24,291**	**100.0**	**11,192**	**100.0**	**26,947**	**100.0**

Note:

* Others primarily comprise revenue generated from sales of reagents and consumables and rental income.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less cost of sales. In 2023 and 2024 and the nine months ended September 30, 2024 and 2025, our gross profit was RMB37.5 million, RMB46.1 million, RMB8.4 million and RMB84.7 million, respectively. Gross profit margin represents our gross profit as a percentage of our revenue. In 2023 and 2024 and the nine months ended September 30, 2024 and 2025, our gross profit margin was 71.0%, 65.5%, 42.9% and 75.9%, respectively.

The following table sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	Gross profit RMB'000	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*	*Gross profit RMB'000*	*Gross profit margin %*
					(unaudited)			
Medical Imaging Software and Medical Devices	33,631	76.6	23,173	56.7	6,155	48.2	27,745	57.0
Technology Licensing	–	–	18,991	97.2	449	94.5	55,378	96.5
Analysis and Consulting Services	2,727	43.3	3,746	51.4	1,433	32.2	1,065	30.3
Others*	1,137	43.1	151	5.6	359	19.0	481	23.4
Total gross profit/overall gross profit margin	**37,495**	**71.0**	**46,061**	**65.5**	**8,396**	**42.9**	**84,669**	**75.9**

Note:

* Others primarily comprise revenue generated from sales of reagents and consumables and rental income.

Other Income and Gains

Our other income and gains primarily consist of government grants, and interest income from a long-term receivable. The following table sets forth a breakdown of our other income and gains for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Other income								
Government grants	3,629	60.1	8,500	84.9	6,026	83.2	10,431	76.5
Bank interest income	501	8.3	318	3.2	202	2.8	141	1.0
Investment income from financial assets at fair value through profit or loss	1,104	18.3	329	3.3	309	4.3	251	1.8
Interest income from a long-term receivable	–	–	447	4.5	348	4.8	280	2.1
Others	441	7.3	179	1.8	178	2.5	293	2.2
Total other income	**5,675**	**94.0**	**9,773**	**97.7**	**7,063**	**97.6**	**11,396**	**83.6**
Gains								
Gain on disposal of items of property, plant and equipment	–	–	175	1.7	177	2.4	–	–
Gain on termination of leases	126	2.1	–	–	–	–	–	–
Changes in fair value of financial assets at fair value through profit or loss	191	3.2	–	–	–	–	–	–

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Foreign exchange gain, net	44	0.7	58	0.6	–	–	38	0.3
Gain on disposal of subsidiaries	–	–	–	–	–	–	2,199	16.1
Total gains	**361**	**6.0**	**233**	**2.3**	**177**	**2.4**	**2,237**	**16.4**
Total other income and gains	**6,036**	**100.0**	**10,006**	**100.0**	**7,240**	**100.0**	**13,633**	**100.0**

Government grants mainly represent incentives we received from the relevant governments for compensation of expenditure arising from our research and development and clinical trial activities, awards for new product development and expenditures incurred. Our government grants increased from RMB3.6 million in 2023 to RMB8.5 million in 2024, primarily because we received more government grants from local government in support of our R&D effort in 2024. The increase in government grants during the Track Record Period exhibited our strong R&D and innovation capabilities and achievements that have been recognized by relevant government authorities.

Investment income from financial assets at fair value through profit or loss primarily represents interest income we generated from wealth management products we purchased. Mainly as a result of our redemption of a portion of our wealth management products in 2024, we experienced an decrease of this line item from RMB1.1 million in 2023 to RMB0.3 million in 2024.

Research and Development Expenses

The following table sets forth a breakdown of our research and development expenses by nature for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Staff expenses	15,908	55.5	10,842	42.5	8,574	59.6	10,505	15.3
Professional, technical and outsourcing service fee	3,285	11.5	1,069	4.2	423	2.9	859	1.3
R&D materials expenses	3,887	13.6	3,151	12.4	945	6.6	1,733	2.5
Depreciation and amortization	2,039	7.1	3,066	12.0	2,267	15.7	1,799	2.6
Share-based payments	1,765	6.2	58	0.2	42	0.3	24	0.0
Computing power services expenses	–	–	6,494	25.4	1,605	11.2	52,911	77.0
Others*	1,760	6.1	839	3.3	538	3.7	841	1.3
Total	**28,644**	**100.0**	**25,519**	**100.0**	**14,394**	**100.0**	**68,672**	**100.0**

Note:

* Others primarily comprise registration fees, traveling expenses and other expenses that are directly related to our R&D activities.

The table below sets forth a breakdown of our research and development expenses by Core Product, other product candidates and services, for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
AI AutoVision®	1,667	5.8	14,815	58.1	7,085	49.2	60,478	88.1
KayoFlow®	5,497	19.2	3,890	15.2	1,590	11.0	3,348	4.9
MetaSight®	15,669	54.7	3,113	12.2	2,706	18.9	997	1.4
Technology Licensing	–	–	–	–	–	–	1,741	2.5
Reagents and consumables	5,811	20.3	3,701	14.5	3,013	20.9	2,108	3.1
Total	**28,644**	**100.0**	**25,519**	**100.0**	**14,394**	**100.0**	**68,672**	**100.0**

Our staff expenses primarily consists of salaries, welfare and bonus for our R&D staff. Our staff expenses decreased from RMB15.9 million in 2023 to RMB10.8 million in 2024, primarily due to our effort to optimize our R&D team. Our staff expenses increased from RMB8.6 million to RMB10.5 million for the nine months ended September 30, 2024 and 2025, primarily because the growth in the number of R&D staff and we increased compensation package to our R&D staff in recognition of their performance.

Our computing power services increased from RMB1.6 million for the first nine months in 2024 to RMB52.9 million for the first nine months in 2025, primarily because we significantly increased purchase of computing power services since late 2024 for further development and training of iMedImage® foundation model, which is exclusively designed to enhance the performance and expand the scope of AI AutoVision®. Such investment in computing power was dedicated exclusively for our Core Product, where functions in relation to chromosome analysis for reproductive healthcare and hematological malignancies are set as the key area for R&D. On the other hand, functions associated with our technology licensing business do not require continuous upgrades or update, as that part had already reached maturity.

Our professional, technical and outsourcing service fee primarily include expenses we paid for engaging external R&D team to perform certain ancillary R&D tasks, such as those related to refrigeration module and drip module, thus enabling our in-house team to focus on core projects; as well as testing and troubleshooting during our R&D process. It decreased from RMB3.3 million in 2023 to RMB1.1 million, mainly because we incurred higher expenses associated with hardware testing during our R&D process in 2023. We experienced a slight increase in this fee from RMB0.4 million in first nine months in 2024 to RMB0.9 million for the first nine months in 2025, mainly because certain R&D projects achieved milestone stages requiring testing and evaluation services.

Our R&D material expenses mainly represent the expenses associated with consumables and materials we utilized during our R&D process. We recorded continuous decrease in this expense during the Track Record Period mainly because we shifted our R&D focus to software and iMedImage® foundation model in 2024 in line with our R&D plan for Core Product, which required less consumables and materials.

In 2023 and 2024 and for the nine months ended September 30, 2025, the research and development expenses we spent on Core Product accounted for 5.8%, 58.1% and 88.1% of the total research and development expenses, respectively.

Administrative Expenses

The following table sets forth a breakdown of our administrative expenses for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Staff expenses	15,020	50.2	14,079	55.0	10,169	58.3	12,357	30.6
Share-based payments	4,329	14.5	26	0.1	20	0.1	3	0.0
Depreciation	3,422	11.4	5,148	20.1	3,792	21.7	4,353	10.8
Office expenses	3,003	10.0	2,495	9.7	1,579	9.1	1,642	4.1
Professional services expenses	1,825	6.1	2,091	8.2	968	5.5	1,327	3.3
Travelling and entertainment expenses	1,586	5.3	873	3.4	487	2.8	1,308	3.2
Tax expenses	427	1.4	97	0.4	40	0.2	187	0.5
Listing expenses	–	–	–	–	–	–	18,666	46.2
Others*	315	1.1	809	3.1	392	2.3	601	1.3
Total	**29,927**	**100.0**	**25,618**	**100.0**	**17,447**	**100.0**	**40,444**	**100.0**

Note:

* Others are primarily comprised of patent fees, quality control expenses and other expenses that are directly related to our administrative activities.

Our staff expenses primarily consists of salaries, welfare and bonus for our administrative staff. Our staff expenses decreased from RMB15.0 million in 2023 to RMB14.1 million in 2024, primarily due to our effort to optimize our administrative team and improve operational efficiency. Our staff expenses increased from RMB10.2 million for the nine months ended September 30, 2024 to RMB12.4 million for the nine months ended September 30, 2025, primarily due to the increased number of administrative personnel and average salary.

Depreciation mainly consists of expenses related to depreciation of right-of-use assets, depreciation of IT equipment and depreciation of office equipment, for general and administrative purposes. Our depreciation increased from RMB3.4 million in 2023 to RMB5.1 million in 2024, mainly because we recorded depreciation associated with our new office in 2024. Our depreciation slightly increased from RMB3.8 million for the nine months ended September 30, 2024 to RMB4.4 million for the nine months ended September 30, 2025, mainly because we recorded depreciation associated with our newly rented office in 2025.

Professional services expenses primarily represent expenses associated with fees paid to professionals, such as auditors, financial adviser and legal advisers. Our professional services expenses remained relatively stable at RMB1.8 million and RMB2.1 million in 2023 and 2024, respectively, and remained relatively stable at RMB1.0 million and RMB1.3 million, for the nine months ended September 30, 2024 and 2025, respectively.

Selling and Distribution Expenses

The following table sets forth a breakdown of our selling and distribution expenses for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Staff expenses	12,001	54.8	11,742	47.1	8,655	46.9	8,774	45.4
Marketing and promotion expenses	5,793	26.4	9,286	37.2	6,975	37.8	7,367	38.1
Travelling and entertainment expenses	3,795	17.3	3,514	14.1	2,743	15.0	2,901	15.0
Share-based payments	125	0.6	12	0.0	18	0.1	6	0.0
Others*	198	0.9	396	1.6	45	0.2	291	1.5
Total	**21,912**	**100.0**	**24,950**	**100.0**	**18,436**	**100.0**	**19,339**	**100.0**

Note:

* Others are primarily comprised of transportation fees, offices suppliers expenses and other expenses that are directly related to our selling and distribution activities.

Our staff expenses primarily consists of salaries, welfare and bonus for our sales and marketing employees. Our staff expenses remained relatively stable at RMB12.0 million, RMB11.7 million in 2023 and 2024, respectively. Our staff expenses remained relatively stable at RMB8.7 million and RMB8.8 million for the nine months ended September 30, 2024 and 2025, respectively.

Our marketing and promotion expenses primarily represents expenses associated with our marketing and promotion activities, such as product promotion and advertisement fees. Our marketing and promotion expenses increased from RMB5.8 million in 2023 to RMB9.3 million in 2024, primarily due to our enhanced marketing efforts to promote our Core Product in 2024. Our marketing and promotion expenses increased from RMB7.0 million for the nine months ended September 30, 2024 to RMB7.4 million for the nine months ended September 30, 2025, in line with our business expansion.

Finance Costs

Our finance costs include interest on bank loans, interest on lease liabilities and interest on redemption liabilities on owners' capital. The following table sets forth a breakdown of our finance costs for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(unaudited)			
Interest on bank loans	–	–	65	0.3	1	0.0	159	32.1
Interest on lease liabilities	255	1.6	405	1.9	243	1.5	337	67.9
Interest on redemption liabilities on owners' capital	16,065	98.4	20,720	97.8	15,540	98.5	–	–
Total	**16,320**	**100.0**	**21,190**	**100.0**	**15,784**	**100.0**	**496**	**100.0**

Our interest on redemption liabilities on owner's capital represents the interest charge associated with the redemption liabilities arising from the capital contribution agreement. Our interest on redemption liabilities on owner's capital increased from RMB16.1 million in 2023 to RMB20.7 million in 2024, primarily due to the increase in recognition of redemption liabilities on Apr-2023 Capital Increase and Oct-2023 Capital Increase. Our interest on redemption liabilities on owner's capital decreased from RMB15.5 million for the nine months ended September 30, 2024

to nil for the nine months ended September 30, 2025, primarily due to the derecognition of the carrying amount of redemption liabilities, as we entered into a special rights termination agreement to terminate redemption rights. For details, see Note 30 to Appendix I to this prospectus.

Income Tax Credit

During the Track Record Period, we recorded income tax credit of RMB68.0 thousand, RMB14.0 thousand, RMB29.0 thousand and RMB14.0 thousand in 2023 and 2024 and for nine months ended September 30, 2024 and 2025, respectively.

Our principal applicable taxes and tax rates are set forth as follows:

China

Our income tax expense consists of current and deferred income taxes payable in the PRC by our subsidiaries. Income tax provision in respect of our operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the year or period, based on existing legislation and interpretations and practices in respect thereof. In addition, certain of our subsidiaries in the PRC are eligible for preferential tax treatments such as the reduced rate of 15% for new and high tech subsidiaries during the Track Record Period. Other than the eligible subsidiaries, our other PRC operating entities are subject to standard income tax rate of 25%.

RESULTS OF OPERATIONS

Nine Months Ended September 30, 2024 Compared With Nine Months Ended September 30, 2025

Revenue

Our revenue increased by 469.8% from RMB19.6 million for the nine months ended September 30, 2024 to RMB111.6 million for the nine months ended September 30, 2025. In the September 2024, we launched technology licensing business, which became increasingly recognized by market in 2025. In addition, the revenue generated from our medical imaging software and medical devices increased by 281.2% from RMB12.8 million for the nine months ended September 30, 2024 to RMB48.7 million for the nine months ended September 30, 2025, mainly due to increased sales our products and services as proven by expansion of customer bases. We paid particular efforts to improve our direct sales, which generally carry higher selling prices than that to distributors.

Cost of Sales

Our cost of sales increased by 140.8% from RMB11.2 million for the nine months ended September 30, 2024 to RMB26.9 million for the nine months ended September 30, 2025, mainly due to the increases in the cost of sales of our medical imaging software and technology licensing business.

Medical Imaging Software and Medical Devices

The cost of sales of medical imaging software and medical devices increased by 216.4% from RMB6.6 million for the nine months ended September 30, 2024 to RMB20.9 million for the nine months ended September 30, 2025, mainly due to increased material costs of our AutoVision® and MetaSight® Automatic Cell Microscopic Image Scanning Systems, resulted from the increased sales volume of such products in the nine months ended September 30, 2025.

Technology Licensing

The cost of sales of technology licensing business segment increased from RMB26 thousand to RMB2.0 million for the nine months ended September 30, 2024 and 2025, as we launched this business in September 2024.

Analysis and Consulting Services

The cost of sales of analysis and consulting services slightly decreased from RMB3.0 million for the nine months ended September 30, 2024 to RMB2.4 million for the nine months ended September 30, 2025.

Gross Profit and Gross Profit Margin

As a result of foregoing, our gross profit increased from RMB8.4 million for the nine months ended September 30, 2024 to RMB84.7 million for the nine months ended September 30, 2025. Our gross profit margin was approximately 42.9% and 75.9% for the nine months ended September 30, 2024 and 2025, respectively.

Medical Imaging Software and Medical Devices

The gross profit margin of our medical imaging software and medical devices increased from 48.2% for the nine months ended September 30, 2024 to 57.0% for the nine months ended September 30, 2025, mainly due to the increased revenue contribution of AutoVision® in the nine months ended September 30, 2025, which carried relatively higher gross profit margin.

Technology Licensing

The gross profit margin of technology licensing business segment remained relatively stable at 94.5% and 96.5% for the nine months ended September 30, 2024 and 2025. We recorded a relatively high gross profit margin because our software R&D staff spent the majority of their time devoted to internal research and development activities. Therefore, these costs were included in our R&D expenses, resulted in a high gross profit margin.

Analysis and Consulting Services

The gross profit margin of our analysis and consulting services remained relatively stable at 32.2% and 30.3% for the nine months ended September 30, 2024 and 2025, respectively.

Other Income and Gains

Our other income and gains increased from RMB7.2 million for the nine months ended September 30, 2024 to RMB13.6 million for the nine months ended September 30, 2025, primarily due to (i) an increase of RMB4.4 million in government grants, and (ii) our gain on disposal of subsidiaries of RMB2.2 million in the nine months ended September 30, 2025.

Research and Development Costs

Our research and development costs increased from RMB14.4 million for the nine months ended September 30, 2024 to RMB68.7 million for the nine months ended September 30, 2025, primarily due to the increased computing power services expenses incurred from by the procurement of computing power to satisfy our R&D needs of our iMedImage® foundation model to further improve the operational efficiency of AI AutoVision®.

Administrative Expenses

Our administrative expenses increased from RMB17.4 million for the nine months ended September 30, 2024 to RMB40.4 million for the nine months ended September 30, 2025, primarily due to the listing expenses incurred in relation to the Global Offering.

Selling and Marketing Expenses

Our selling and distribution expenses increased from RMB18.4 million for the nine months ended September 30, 2024 to RMB19.3 million for the nine months ended September 30, 2025, in line with our business expansion.

Impairment Losses on Financial Assets, Net

Our impairment loss on financial assets, net mainly presents impairment loss we recorded associated with our trade receivables, long-term receivables and other receivables. Impairment losses on financial assets, net increased from RMB0.3 million for the nine months ended September 30, 2024 to RMB5.9 million for the nine months ended September 30, 2025, primarily due to the disposal of Hangzhou Deyou, where we made provision for the trade receivable from Hangzhou Deyou in the nine months ended September 30, 2025, using the bad debt ratio for third-party customers as the basis for calculation, resulting in the increase in impairment losses.

Other Expenses

Our other expenses increased from RMB56.0 thousand for the nine months ended September 30, 2024 to RMB0.1 million for the nine months ended September 30, 2025, primarily due to the provision of a labor arbitration.

Finance Costs

Our finance costs decreased from RMB15.8 million for the nine months ended September 30, 2024 to RMB0.5 million for the nine months ended September 30, 2025, primarily due to the derecognition of the carrying amount of redemption liabilities, as we entered into a special rights termination agreement to terminate redemption rights.

Income Tax Credit

We recorded income tax credit of RMB29.0 thousand and RMB14.0 thousand for the nine months ended September 30, 2024 and 2025, respectively.

Loss for the Period

As a result of the above, our net loss decreased from RMB50.8 million for the nine months ended September 30, 2024 to RMB36.6 million for the nine months ended September 30, 2025.

Year Ended December 31, 2024 Compared With Year Ended December 31, 2023

Revenue

Our revenue increased by 33.1% from RMB52.8 million in 2023 to RMB70.4 million in 2024, primarily due to the revenue we generated from technology licensing business in 2024. In 2024, we launched our technology licensing business based on our iMedImage® medical imaging foundation model and iMed MaaS® platform and recorded revenue of RMB19.5 million. In addition, the revenue generated from our analysis and consulting service increased by 15.7% from RMB6.3 million in 2023 to RMB7.3 million in 2024, mainly due to our enhanced marketing effort to promote sales and acquire new customers of our analysis and consulting services.

The increase in our revenue was partially offset by the decrease in our revenue generated from medical imaging software and medical devices. We recorded a relatively higher revenue of medical imaging software and medical devices in 2023, mainly because we received one order with large amount from a medical institution in 2023 to support its expansion plan.

Cost of Sales

Our cost of sales increased by 58.3% from RMB15.3 million in 2023 to RMB24.3 million in 2024, mainly due to the increases in the cost of sales of our medical imaging software and medical devices and technology licensing business.

Medical Imaging Software and Medical Devices

The cost of sales of medical imaging software and medical devices increased by 72.0% from RMB10.3 million in 2023 to RMB17.7 million in 2024, mainly due to the increased material costs of our KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning System in 2024, resulted from the increased sales volume of such products in 2024.

Technology Licensing

We recorded cost of sales of RMB0.5 million for our technology licensing business segment, as we launched our technology licensing business in September 2024.

Analysis and Consulting Services

The cost of sales of analysis and consulting services remained relatively stable at RMB3.6 million in 2023 and RMB3.5 million in 2024.

Gross Profit and Gross Profit Margin

Our gross profit increased from RMB37.5 million in 2023 to RMB46.1 million in 2024. Our gross profit margin of was approximately 71.0% and 65.5% in 2023 and 2024, respectively.

Medical Imaging Software and Medical Devices

The gross profit margin of our medical imaging software and medical devices decreased from 76.6% in 2023 to 56.7% in 2024, mainly due to the increased revenue contribution of KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning System in 2024, which carried relatively lower gross profit margins.

Technology Licensing

We recorded gross profit margin of 97.2% for our technology licensing business segment in 2024. We recorded relatively high gross profit margin because our software R&D staff spent the majority of their time devoted to internal research and development activities. Therefore, these costs were included in our R&D expenses, resulted in a high gross profit margin.

Analysis and Consulting Services

The gross profit margin of our analysis and consulting services increased from 43.3% in 2023 to 51.4% in 2024, mainly due to the improvement in management and operational efficiency to control costs.

Other Income and Gains

Our other income and gains increased from RMB6.0 million in 2023 to RMB10.0 million in 2024, primarily because we received more government grants in 2024.

Research and Development Costs

Our research and development costs decreased from RMB28.6 million in 2023 to RMB25.5 million in 2024, primarily due to the decrease in our staff expenses as a result of our effort to optimize our R&D team and improve operational efficiency.

Administrative Expenses

Our administrative expenses decreased from RMB30.0 million in 2023 to RMB25.6 million in 2024, primarily due to the decreases in the share-based payments and travelling and entertainment expenses, partially offset by the increase in depreciation and amortization.

Selling and Marketing Expenses

Our selling and distribution expenses increased from RMB21.9 million in 2023 to RMB25.0 million in 2024, primarily due to the increase in our marketing and promotion expenses, as we enhanced our marketing and promotion activities in 2024 to acquire new customers and expand the market for our Core Product.

Impairment Losses on Financial Assets, Net

Our impairment loss on financial assets, net mainly presents impairment loss we recorded associated with our trade receivables, long-term receivables and other receivables. Impairment losses on financial assets, net increased from RMB1.2 million in 2023 to RMB2.1 million in 2024, primarily due to our increased balance of trade receivables in 2024.

Other Expenses

Our other expenses decreased from RMB1.7 million in 2023 to RMB17.0 thousand in 2024, primarily because we made charity donation in 2023.

Finance Costs

Our finance costs increased from RMB16.3 million in 2023 to RMB21.2 million in 2024, primarily due to the increase in our interest on redemption liabilities on owners' capital.

Income Tax Credit

We recorded income tax credit of RMB68.0 thousand and RMB14.0 thousand in 2023 and 2024, respectively.

Loss for the Year

As a result of the above, our net loss decreased from RMB56.1 million for the year ended December 31, 2023 to RMB43.4 million for the year ended December 31, 2024.

DISCUSSION OF CERTAIN SELECTED ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The table below sets forth selected information from our consolidated statements of financial position as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Non-current assets			
Property, plant and equipment	30,462	28,065	23,895
Right-of-use assets	4,580	9,179	5,878
Intangible assets	1,625	1,100	1,825
Investment in an associate	42,998	42,903	42,928
Contract assets	–	41	161
Prepayments, other receivables and other assets	957	1,752	1,240
Long-term receivable	9,864	7,106	4,848
Total non-current assets	**90,486**	**90,146**	**80,775**
Current assets			
Inventories	27,060	22,862	22,803
Trade receivables	6,073	32,121	19,959
Contract assets	116	276	222

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Prepayments, other receivables and other assets	12,643	6,806	39,486
Financial assets at fair value through profit or loss	39,991	16,500	19,000
Financial assets at fair value through other comprehensive income	20,352	20,973	21,437
Pledged deposits	185	1,660	792
Time deposits	3,765	4,026	–
Cash and cash equivalents	20,419	17,104	39,595
Total current assets	130,604	122,328	163,294
Current liabilities			
Trade and bills payables	3,241	7,427	9,464
Other payables and accruals	16,768	11,237	25,489
Interest-bearing bank loans	–	10,000	5,000
Lease liabilities	3,391	2,843	2,116
Provision	294	344	900
Total current liabilities	23,694	31,851	42,969
Net current assets	106,910	90,477	120,325
Total assets less current liabilities	197,396	180,623	201,100
Non-current liabilities			
Lease liabilities	1,107	6,281	4,822
Deferred tax liabilities	81	160	216
Redemption liabilities on owners' capital	281,826	–	–
Total non-current liabilities	**283,014**	**6,441**	**5,038**
Net assets/(liabilities)	(85,618)	174,182	196,062
EQUITY			
Equity attributable to owners of the parent			
Paid-in capital	20,882	20,882	80,880
Reserves	(106,500)	153,300	115,182
Total equity/(deficit)	(85,618)	174,182	196,062

Property, Plant and Equipment

The following table sets forth our property, plant and equipment as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Machinery and equipment	12,235	16,668	13,756
Office equipment	2,369	2,141	1,542
Motor vehicles	91	24	24
Leasehold improvements	15,767	9,232	8,573
Total	**30,462**	**28,065**	**23,895**

Our property, plant and equipment principally consist of machinery and equipment, office equipment, motor vehicles and leasehold improvements. Our leasehold improvements, machinery and equipment, office equipment, motor vehicles are depreciated with useful life ranging from 3 to 10 years.

Our property, plant and equipment decreased from RMB30.5 million as of December 31, 2023 to RMB28.1 million as of December 31, 2024 primarily due to the decrease in leasehold improvements resulted from relevant government grant we received in 2024, the effect of which was partially offset by the increase in machinery and equipment, as we increased our sample equipment to promote our products. Our property, plant, and equipment decreased from RMB28.1 million as of December 31, 2024 to RMB23.9 million as of September 30, 2025, primarily due to the decrease in machinery and equipment resulted from the disposal of subsidiaries.

Right-of-Use Assets

Our right-of-use increased from RMB4.6 million as of December 31, 2023 to RMB9.2 million as of December 31, 2024, primarily due to the increased right-of-use assets associated with the leasing of our production facility in 2024. Our right-of-use decreased from RMB9.2 million as of December 31, 2024 to RMB5.9 million as of September 30, 2025, primarily due to our termination of certain leasing arrangement for office use and manufacturing facilities in 2025.

Intangible Assets

Our intangible assets primarily represent the intellectual property rights of our patents and software. Our other intangible assets decreased from RMB1.6 million as of December 31, 2023 to RMB1.1 million as of December 31, 2024 primarily due to accumulated amortization. Our intangible assets increased from RMB1.1 million as of December 31, 2024 to RMB1.8 million as of September 30, 2025, primarily due to the purchase and installation of our ERP software of RMB1.2 million in January 2025.

Investment in an Associate

Our investment in a associate primarily represent our ownership interest in an associate. Our investment in an associate remained relatively stable at RMB43.0 million, RMB42.9 million and RMB42.9 million, as of December 31, 2023 and 2024 and September 30, 2025, respectively. Even though we only held 19.54% of equity interests in Qingdao Yunshen Enterprise Management Partnership (Limited Partnership) ("Qingdao Yunshen"), it was regarded as an associate of us because we have significant influence on Qingdao Yunshen and possess the power to participate in its financial and operating policy decision making processes, including participation in decisions about Qingdao Yunshen's investment projects, basic investment terms and distribution resolutions.

Long-Term Receivables

During the Track Record Period, our long-term receivables primarily represent amounts expected to be collected under contracts with customers arising from extended payment terms. Our long-term receivables decreased from RMB9.9 million as of December 31, 2023 to RMB7.1 million as of December 31, 2024, primarily due to timely payment of our customers in 2024. Our long-term receivables decreased from RMB7.1 million as of December 31, 2024 to RMB4.8 million as of September 30, 2025, primarily due to timely payment of our customers in the nine months ended September 30, 2025.

Inventories

Our inventories primarily consist of raw materials, work in progress and finished goods. Raw materials primarily include metals, polymers, electronic components, biological materials, and packaging materials essential for production. The following table sets forth our inventories as of the date indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Raw materials	10,126	9,289	9,055
Work in progress	1,982	546	2,282
Finished goods	14,952	13,027	11,466
Total	**27,060**	**22,862**	**22,803**

We regularly monitor and adjust our procurement of inventories depending on the adequacy of our supplies. Our Group reviews the inventory ageing analysis at the end of the reporting period, and makes allowance for excess and obsolete inventory items identified that are not suitable for use in current production. Our Group estimates the net realizable value for such raw materials, work in progress and finished goods based primarily on the latest invoice prices and current market conditions.

Our inventories decreased from RMB27.1 million as of December 31, 2023 to RMB22.9 million as of December 31, 2024, primarily due to our effort to optimize our management of inventory level. Our inventories remained relatively stable at RMB22.9 million and RMB22.8 million as of December 31, 2024 and September 30, 2025, respectively.

The following is an aging analysis of our inventories as of the dates indicated.

	As of December 31,		As of September 30,
	2023	2024	2025
		RMB'000	
Within 12 months	21,032	16,768	17,459
1 to 2 years	2,905	2,540	3,330
2 to 3 years	3,021	986	1,136
Over 3 years	102	2,568	878
Total	**27,060**	**22,862**	**22,803**

The following table sets forth the number of our inventory turnover days for the years indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Inventory turnover days*	614	375	232

Note:

* Inventory turnover days were calculated based on the average of opening and closing inventory balance for the relevant period, divided by the cost of sales for the same period, and multiplied by (i) 365 days for 2023 and 2024, and (ii) 274 days for the nine months ended September 30, 2025.

Our inventory turnover days decreased from 614 days in 2023 to 375 days in 2024 primarily due to a reduction in inventory levels in 2024. Our inventory turnover days further decreased to 232 days for the nine months ended September 30, 2025, primarily due to our enhanced inventory management policy. In 2021, we procured relatively large amount of electronic components to support R&D and manufacture of our MetaSight® products. In 2024, due to our improved inventory management, our inventory level decreased compared to that of 2023, resulted in the decreased inventory turnover days in 2024.

As of January 31, 2026, approximately RMB18.4 million, or 80.7%, of our inventories as of September 30, 2025, had been delivered or consumed. Our Directors confirmed that we had not experienced any material recoverability issues for our inventories during the Track Record Period and do not anticipate to have any material recoverability issues for our inventories in the foreseeable future. We had not encountered any material impairment loss that have materially and adversely affected our business operations caused by slow-moving inventories during the Track Record Period, and our inventories are predominantly electronics or mechanical components that are generally not perishable in nature and can maintain marketable value with relatively long life cycle. Accordingly, we are of the view that no provision for impairment of inventories is required. Besides, we have taken effective inventory management measures, including closely monitor our inventory level and performing inventory count and physical inspection periodically, and will from time to time review and make sufficient provisions if needed.

Trade Receivables

During the Track Record Period, our trade receivables primarily include the amount outstanding from our direct customers and distributors. The following table sets forth the details of our trade receivables as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables	8,452	36,341	28,148
Impairment	(2,379)	(4,220)	(8,189)
Net carrying amount	6,073	32,121	19,959

Our trade receivables increased from RMB6.1 million as of December 31, 2023 to RMB32.1 million as of December 31, 2024, primarily because we launched our model business in the fourth quarter of 2024 and recorded revenue of RMB19.5 million. For our technology licensing business, we grant our customers of a credit term of twelve months, with payments made in installments according to the sales agreement as of December 31, 2024. Our trade receivables decreased from RMB32.1 million as of December 31, 2024 to RMB20.0 million as of September 30, 2025, primarily because the timely collection of receivables in accordance with contractual terms.

The following table sets forth the number of our trade receivables turnover days for the years indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Trade receivables turnover days*	41	99	64

Note:

* Trade receivables turnover days were calculated based on the average of opening and closing balance of trade receivables less allowance for impairment for the relevant period, divided by the revenue for the same period and multiplied by (i) 365 days for 2023 and 2024, and (ii) 274 days for the nine months ended September 30, 2025.

Our trade receivables turnover days increased from 41 days in 2023 to 99 days in 2024, primarily due to the increased balance of trade receivables. Our trade receivables turnover days decreased to 64 days for the nine months ended September 30, 2025, primarily due to the decreased balance of trade receivables, as our new customers of technology licensing business paid us in lump-sum instead of by installments.

The credit period with our customers is generally one to twelve months. Each customer has a maximum credit limit. We seek to maintain strict control over our outstanding receivables. Overdue balances are reviewed regularly by senior management. The following table sets forth an aging analysis of our trade receivables as of the dates indicated presented based on invoice date:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 3 months	5,426	30,872	14,135
4 to 6 months	240	785	3,626
7 to 12 months	279	452	2,189
1-2 years	128	12	9
Total	6,073	32,121	19,959

We have set up credit control policies and procedures to minimize our credit risk and maintain control over our outstanding receivables. Our senior management regularly reviews our overdue balances, and we actively follow up with customers with past due trade receivables. We use a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the aging periods of customer segments that have similar loss patterns. The provision matrix is initially based on our historical expected default rates. We calibrate the matrix to adjust the historical credit loss experience with forward-looking information such as the debtors and the economic environment.

During the Track Record Period, the majority of our trade receivables were less than three months. As of January 31, 2026, approximately RMB12.7 million, or 63.7%, of our trade receivables as of September 30, 2025 had been settled. We maintained effective communication with our customers, and no recoverability issue was identified. We believe that we have made sufficient provision for the trade receivables based on the provision matrix we used.

Prepayments, Other Receivables and Other Assets

During the Track Record Period, our prepayments, other receivables and other assets primarily consisted of (i) prepayment, (ii) prepayments for property, plant and equipment and intangible assets, (iii) other receivables and (iv) deductible input value-added tax. The following table sets forth the details of our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Non-current:			
Deposits and other receivables	392	692	3,419
Prepayments for property, plant and equipment and intangible assets	568	1,065	154
	960	1,757	3,573
Impairment allowance	(3)	(5)	(2,333)
Total	957	1,752	1,240

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Current:			
Other receivables	3,981	119	879
Prepayments	2,522	2,596	29,903
Prepaid expenses	1,039	349	967
Deductible input value-added tax	5,124	3,712	2,642
Deferred listing expenses	–	–	5,100
Prepaid income tax	–	31	–
	12,666	6,807	39,491
Impairment allowance	(23)	(1)	(5)
Total	12,643	6,806	39,486

Our prepayments, other receivables and other assets decreased from RMB13.6 million as of December 31, 2023 to RMB8.6 million as of December 31, 2024, primarily due to (i) decrease in other receivables as a result of our enhance our collection efforts, (ii) a decrease in prepaid expenses as we due to our improved management of credit term with suppliers, and (iii) a decrease in deductible input value-added tax, the effect of which was partially offset by the increase in prepayments for property, plant and equipment and intangible assets associated with a ERP software we acquired in 2024. Our prepayments, other receivables and other assets increased from RMB8.6 million as of December 31, 2024 to RMB40.7 million as of September 30, 2025, primarily due to (i) an increase in prepayments primarily due to our procurement of computing power services for R&D needs of our iMedImage® foundation model to further improve the operational efficiency of AI AutoVision®, and (ii) the deferred listing expenses as of September 30, 2025 in relation to the Global Offering.

As of January 31, 2026, approximately RMB14.7 million, or 36.2%, of our prepayments, other receivables and other assets as of September 30, 2025 had been subsequently used or collected.

Financial Assets at Fair Value Through Profit or Loss

During the Track Record Period, our financial assets at fair value through profit or loss primarily represented wealth management products we purchased. Our financial assets at fair value through profit or loss decreased from RMB40.0 million in 2023 to RMB16.5 million in 2024, primarily because we redeemed part of our wealth management products in 2024. Our financial assets at fair value through profit or loss increased to RMB19.0 million as of September 30, 2025, primarily because we purchased more wealth management products.

We manage and evaluate the performance of investments on a fair value basis in accordance with its risk management and investment strategy. Our senior management is responsible for carrying out the investment plans with respect to wealth management products in accordance with our cash management policies and internal approval process. Prior to making an investment, we evaluate the sufficiency of our remaining working capital for our business needs, operating activities, research and development and capital expenditures following the proposed investment. We adopt a prudent approach in selecting financial assets. Our investment strategy related to financial assets focuses on minimizing the financial risks by reasonably and conservatively matching the maturities of the portfolio to anticipated operating cash needs, while generating desirable investment returns for the benefits of our shareholders. We make investment decisions related to financial assets on a case-by-case basis after thoroughly considering a number of factors, including but not limited to the macro-economic environment, general market conditions, risk control and credit of invested subjects, our own working capital conditions, and the expected profit or potential loss of the investment.

Additionally, our Board adopted a variety of procedures in relation to the valuation of our financial assets. Going forward, we intend to invest in wealth management products with low risks on a case by case basis if such products are in our Group's interest as a whole upon thorough evaluations and analyses. Our investments in wealth management products and negotiable certificate of deposits with banks after the Listing will be subject to compliance with Chapter 14 of the Listing Rules.

Pledged Deposits

Our pledged deposit primarily represents deposits associated with our bank acceptance bills, which we utilized to pay our suppliers. Our pledged deposit increased from RMB0.2 million as of December 31, 2023 to RMB1.7 million as of December 31, 2024, primarily due to our increased use of bank acceptance bills for supplier payments. Our pledged deposit decreased from RMB1.7 million as of December 31, 2024 to RMB0.8 million as of September 30, 2025, primarily due to our decreased use of bank acceptance bills for supplier payments.

Cash and Cash Equivalents

We recorded cash and cash equivalents of RMB20.4 million, RMB17.1 million and RMB39.6 million as of December 31, 2023 and 2024 and September 30, 2025, respectively. For a detailed analysis of our cash flow during the Track Record Period, see "— Liquidity and Capital Resources — Cash Flows."

Trade and Bill Payables

In general, we either prepaid to our suppliers or our suppliers grant us a credit period of 30 to 60 days. We mainly settle our payments by bank transfer or bills.

The following table sets forth the ageing analysis of our trade payables based on the invoice date as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 1 month	1,174	2,906	3,269
1 to 2 months	1,608	2,257	1,067
2 to 3 months	189	1,126	3,188
3 to 6 months	224	300	1,590
Over 6 months	46	838	350
Total	3,241	7,427	9,464

Our trade and bills payables increased from RMB3.2 million as of December 31, 2023 to RMB7.4 million as of December 31, 2024, primarily because we increased our procurement of raw materials and computing power in later 2024 to support our R&D effort and medical imaging software and medical devices business. Our trade and bills payables increased from RMB7.4 million as of December 31, 2024 to RMB9.5 million as of September 30, 2025, primarily because we increased our procurement of raw materials and computing power and the use of bills as a payment method.

The following table sets forth the number of our trade and bills payables turnover days for the years indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
Trade and bills payables turnover days*	77	80	86

Note:

* Trade and bills payables turnover days were calculated based on the average of opening and closing balance of trade and bills payables for the relevant period, divided by the cost of sales for the same period, and multiplied by (i) 365 days for 2023 and 2024; and (ii) 274 days for the nine months ended September 30, 2025.

Our trade and bills payables turnover days remained relatively stable at 77 days and 80 days. Our trade and bills payables turnover days further increased to 86 days primarily because we started to settled with some major suppliers using bills.

As of January 31, 2026, approximately RMB5.5 million, or 58.6%, of our trade and bills payables as of September 30, 2025 had been settled.

Other Payables and Accruals

The following table sets forth the details of our other payables and accruals as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
Payroll payable	9,125	5,844	6,941
Contract liabilities	3,702	990	985
Refund liabilities	150	324	315
Other payables	1,853	3,428	5,491
Accrued listing expenses	–	–	11,289
Taxes payable other than corporate income tax	1,938	651	468
Total	16,768	11,237	25,489

Our other payables and accruals decreased from RMB16.8 million as of December 31, 2023 to RMB11.2 million as of December 31, 2024, primarily due to (i) the decrease in our payroll payable as we optimized our staff structure to improve operational efficiency, and (ii) the decrease in our contract liabilities as our customer reduced prepayment in 2024. Our other payables and accruals increased from RMB11.2 million as of December 31, 2024 to RMB25.5 million as of September 30, 2025, primarily due to (i) the increased in other payables stemmed from the decoration of our new offices; and (ii) accrued listing expenses in relation to the Global Offering as of September 30, 2025.

As of January 31, 2026, approximately RMB14.8 million, or 58.1%, of our other payables and accruals as of September 30, 2025 had been subsequently certificated or settled.

Lease Liabilities

Our lease liabilities increased from RMB4.5 million as of December 31, 2023 to RMB9.1 million as of December 31, 2024, primarily due to the new leasing agreement we entered into during 2024. Our lease liabilities decreased from RMB9.1 million as of December 31, 2024 to RMB6.9 million as of September 30, 2025, primarily because we terminated certain leasing arrangement for offices and manufacturing plants in 2025 in line with our relocation plan.

Provision

Our provision primarily represents the provision we recorded associated with our product warranty. We recorded RMB0.3 million, RMB0.3 million, and RMB0.9 million as of December 31, 2023 and 2024 and September 30, 2025, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our primary uses of cash during the Track Record Period were to fund our research and development, clinical trials, purchase of equipment and raw materials and other recurring expenses. During the Track Record Period and up to the Latest Practicable Date, we primarily funded our working capital requirements from bank loans and equity financing. We monitor our uses of cash and cash flows on a regular basis and strive to maintain an optimum liquidity that can meet our working capital needs.

Cash Flows

The following table sets forth our consolidated statements of cash flows for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Cash generated from operations activities before movements in working capital	(26,230)	(8,432)	(25,063)	(23,586)
Change in working capital	(21,165)	(21,314)	(4,920)	2,033
Income tax paid	–	(31)	–	–
Net cash flows used in operating activities	(47,395)	(29,777)	(29,983)	(21,553)
Net cash flows from/(used in) investing activities	(117,055)	19,657	14,271	(4,665)
Net cash flows from financing activities	163,982	6,805	2,525	48,709
Net increase/(decrease) in cash and cash equivalents	(468)	(3,315)	(13,187)	22,491
Cash and cash equivalents at beginning of year/period	20,887	20,419	20,419	17,104
Cash and cash equivalents at end of year/period	20,419	17,104	7,232	39,595

Net Cash Flows Used in Operating Activities

For the nine months ended September 30, 2025, our net cash flows used in operating activities was RMB21.5 million. This net cash outflow was primarily attributable to our net loss before tax of RMB36.7 million, as adjusted by non-cash items, which primarily include the depreciation of property, plant and equipment of RMB6.6 million and impairment losses on financial assets, net of RMB5.9 million. The amount was further adjusted by changes in working capital, which primarily include increase in prepayments, other receivables and other assets of RMB33.7 million, increase in other payables and accruals of RMB17.3 million and decrease in trade receivables of RMB7.8 million.

In 2024, our net cash flows used in operating activities was RMB29.8 million. This net cash outflow was primarily attributable to our net loss before tax of RMB43.4 million, as adjusted by non-cash items, which primarily include finance costs of RMB21.2 million and depreciation of

property, plant and equipment of RMB10.4 million. The amount was further adjusted by changes in working capital, which primarily include increase in trade receivables of RMB27.9 million, decrease in other payables and accruals of RMB5.5 million and decrease in inventories of RMB4.2 million.

In 2023, our net cash flows used in operating activities was RMB47.4 million. This net cash outflow was primarily attributable to our net loss before tax of RMB56.2 million, as adjusted by non-cash items, which primarily include finance costs of RMB16.3 million and depreciation of property, plant and equipment of RMB4.2 million. The amount was further adjusted by changes in working capital, which primarily include increase in long-term receivable of RMB10.6 million, decrease in other payables and accruals of RMB3.9 million and increase in prepayment, other receivables and other assets of RMB3.0 million.

Net Cash Flows Used in Investing Activities

For the nine months ended September 30, 2025, our net cash used in investing activities was RMB4.7 million. This net cash outflow was primarily due to (i) purchases of financial assets at fair value through profit or loss of RMB28.0 million and (ii) purchases of items of property, plant and equipment of RMB6.2 million, partially offset by the proceeds from disposal of financial assets at fair value through profit or loss of RMB25.8 million.

In 2024, our net cash from investing activities was RMB19.7 million. This net cash inflow was primarily due to proceeds from disposal of financial assets at fair value through profit or loss of RMB40.3 million, purchase of items of property, plant and equipment of RMB24.2 million and receipts of government grants for property, plant and equipment of RMB18.3 million.

In 2023, our net cash used in investing activities was RMB117.1 million. This net cash outflow was primarily due to purchase of a shareholding in an associate of RMB43.0 million, purchases of financial assets at fair value through profit or loss of RMB39.8 million and purchase of items of property, plant and equipment of RMB24.2 million.

Net Cash Flows From Financing Activities

For the nine months ended September 30, 2025, our net cash from financing activities was RMB48.7 million. This net cash inflow was primarily due to capital contribution from shareholders of RMB60.0 million and partially offset by repayment of bank loans of RMB5.0 million.

In 2024, our net cash from financing activities was RMB6.8 million. This net cash inflow was primarily due to new bank loans of RMB10.0 million and principal portion of lease payments of RMB2.7 million.

In 2023, our net cash from financing activities was RMB164.0 million. This net cash inflow was primarily due to capital contribution from shareholders of RMB170.2 million and share issue expenses of RMB3.7 million.

Working Capital

Our Directors are of the opinion that, taking into account (i) the financial resources available to our Group, including cash and cash equivalents, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and available financing facilities in aggregate of RMB250.3 million as of September 30, 2025, and the estimated net proceeds from the Global Offering, (ii) the planned commercialization of our AI AutoVision®, and (iii) our cash burn rate, which is our cash and cash equivalents balance divided by average monthly net cash used in operating activities plus payments for property, plant and equipment, we have sufficient working capital to cover at least 125% of our costs, including research and development expenses, selling and distribution expenses, administrative expenses, finance costs and other expenses for at least the next 12 months from the date of this prospectus. Without taking into account the estimated net proceeds from the Global Offering, our Directors believe that we have sufficient working capital for approximately 12 months from the date of this prospectus.

Our cash burn rate refers to our average monthly (i) net cash used in operating activities, (ii) capital expenditures and (iii) lease payments. Assuming an average cash burn rate going forward of 1.1 times the level in 2024, we estimate that our total cash balance as of September 30, 2025 will be able to maintain our financial viability for approximately 7.6 months or, if taking into account the estimated net proceeds from the Global Offering (low-end), for at least 132.8 months.

Net Current Assets/Liabilities

The following table sets forth the components of our indebtedness as of the dates indicated.

	As of December 31,		As of September 30,	As of January 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000 (unaudited)*
Current assets				
Inventories	27,060	22,862	22,803	23,397
Trade receivables	6,073	32,121	19,959	28,995
Contract assets	116	276	222	358
Prepayments, other receivables and other assets	12,643	6,806	39,486	33,907
Financial assets at fair value through profit or loss	39,991	16,500	19,000	–
Financial assets at fair value through other comprehensive income	20,352	20,973	21,437	21,645
Pledged deposits	185	1,660	792	2,373
Time deposits	3,765	4,026	–	–
Cash and cash equivalents	20,419	17,104	39,595	9,777
Total current assets	130,604	122,328	163,294	120,452
Current liabilities				
Trade and bills payables	3,241	7,427	9,464	19,723
Other payables and accruals	16,768	11,237	25,489	23,392
Interest-bearing bank loans	–	10,000	5,000	–
Lease liabilities	3,391	2,843	2,116	1,477
Provision	294	344	900	1,843
Total current liabilities	23,694	31,851	42,969	46,435
Net current assets	106,910	90,477	120,325	74,017

INDEBTEDNESS

Our indebtedness mainly included interest-bearing bank loans and lease liabilities during the Track Record Period. Except as disclosed in the table below, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities as of January 31, 2026. After due and careful consideration, our Directors confirm that there had been no material change in our indebtedness since January 31, 2026 and up to the Latest Practicable Date.

The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,		As of September 30,	As of January 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000 (unaudited)*
Current				
Interest-bearing bank loans	–	10,000	5,000	–
Lease liabilities	3,391	2,843	2,116	1,477
Subtotal	3,391	12,843	7,116	1,477
Non-current				
Lease liabilities	1,107	6,281	4,822	4,463
Total	4,498	19,124	11,938	5,940

Interest-Bearing Bank Loans

Our interest-bearing bank loans during the Track Record Period were primarily used for business operations. Our interest-bearing bank loans bore interest at a rate equivalent to 2.9% to 3.0% per year. For more details of these pledges, see Note 27 to the Accountants' Report in Appendix I to this prospectus.

Our interest-bearing bank loans increased from nil as of December 31, 2023 to RMB10.0 million as of December 31, 2024, primarily because we incurred bank loans in 2024 to support our business expansion. Our interest-bearing bank loans decreased to RMB5.0 million as of September 30, 2025, as we repaid part our interest-bearing bank loans. As of January 31, 2026, we had RMB141.9 million of committed unutilized banking facilities.

Our Directors confirm that we have not defaulted in the repayment of the bank loans and other borrowings during the Track Record Period. Our Directors have confirmed that, as of the Latest Practicable Date, there was no material covenant on any of our outstanding debt and there was no breach of any covenants during the Track Record Period and up to the Latest Practicable Date. During the Track Record Period and up the Latest Practicable Date, to the best knowledge of our Directors, we did not experience any difficulty in obtaining bank loans.

Lease Liabilities

Our current lease liabilities represent liabilities under leases with a remaining term of less than one year. Our current lease liabilities decreased from RMB3.4 million as of December 31, 2023 to RMB2.8 million as of December 31, 2024, primarily due to expiry of existing office leases. Our current lease liabilities were relatively stable at RMB2.8 million as of December 31, 2024 and RMB2.1 million as of September 30, 2025, respectively.

Our non-current lease liabilities represent liabilities under leases with a remaining term of more than one year. Our non-current lease liabilities increased from RMB1.1 million as of December 31, 2023 to RMB6.3 million as of December 31, 2024, primarily due to the extension of lease agreement of production facility and the leasing of our office premise in 2024. Our non-current lease liabilities decreased from RMB6.3 million as of December 31, 2024 to RMB4.8 million as of September 30, 2025.

CASH OPERATING COSTS

The following table sets forth key information relating to our cash operating costs for the years indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Research and development costs			
Research and development costs for Core Product Candidate			
– Staff expenses	1,456	4,948	6,268
– Computing power and other services expenses[(1)]	83	8,348	53,203
– Materials, depreciation and amortization	41	1,200	703
– Others	87	319	304
Research and development costs for other product candidates and services	26,977	10,704	8,194
Workforce employment cost	30,048	29,151	25,720
Marketing expenses	5,793	9,286	7,367
Others	31,347	36,422	53,643
Total	95,832	100,378	155,402

Note:

(1) Computing power and other services expenses related to our Core Product include computing power service expenses, server fees, equipment setup fees, and service fees relating to the design of appearance of the product. No R&D activities related to our Core Product have been outsourced.

CAPITAL EXPENDITURES

We regularly incur capital expenditures to purchases of items of property, plant and equipment and purchase of intangible assets during the Track Record Period. In 2023 and 2024 and nine months ended September 30, 2025, we incurred capital expenditure of RMB24.2 million, RMB25.3 million and RMB6.3 million, respectively.

CONTRACTUAL OBLIGATIONS

Capital Commitments

We had contractual commitments for the purchases of machinery and equipment with amounts of RMB7.5 million, RMB3.1 million and RMB4.0 million as of December 31, 2023 and 2024 and September 30, 2025, respectively.

CONTINGENT LIABILITIES

As of December 31, 2023 and 2024, September 30, 2025 and January 31, 2026, we did not have any material contingent liabilities. We confirm that as of the Latest Practicable Date, there had been no material changes or arrangements to our contingent liabilities.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

KEY FINANCIAL RATIOS

The table below sets forth the key financial ratios for the years or as of the dates indicated:

	As of/For the year ended December 31,		As of/For the nine months ended September 30,
	2023	2024	2025
Profitability:			
Gross profit margin	71.0%	65.5%	75.9%
Current ratio[(1)]	5.5	3.8	3.8
Quick ratio[(2)]	4.4	3.1	3.3

Notes:

(1) equals current assets divided by current liabilities as of the same date.

(2) equals current assets less inventories divided by current liabilities as of the same date.

RELATED PARTY TRANSACTIONS

Transactions With Related Parties

During the Track Record Period, we had entered into certain related party transactions. For details, see Note 37 to the Accountants' Report in Appendix I to this prospectus. During the Track Record Period, our related party transactions mainly represented sales of materials, provision of development services, and property management services.

During the Track Record Period, all of our balance with related parties were trade in nature. Our Directors confirm that all material related party transactions during the Track Record Period were conducted on an arm's length basis, and would not distort our results of operations over the Track Record Period or make our historical results over the Track Record Period not reflective of our expectations for our future performance.

MARKET RISK DISCLOSURE

We are exposed to a variety of financial and market risks, including credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our Group's financial performance. For more details, see Note 40 to the Accountants' Report in Appendix I to this prospectus.

Credit Risk

We trade mainly with recognized and creditworthy third parties. It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. For details on the credit quality and the maximum exposure to credit risk based on our Group's credit policy, see Note 40 to the Accountants' Report in Appendix I to this prospectus.

Liquidity Risk

We monitor our risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations. We maintain a balance between continuity of funding and flexibility through the use of lease liabilities and interest-bearing bank loans.

For details about our liquidity risk, see Note 40 to the Accountants' Report in Appendix I to this prospectus.

DIVIDENDS

We currently do not have a formal dividend policy. No dividend was paid or declared by our Company during the Track Record Period. The determination of whether to pay a dividend and in which amount is based on factors the Board may deem relevant. Any dividend distribution will also be subject to the approval of the Shareholders in the Shareholder's meeting. Under the PRC law and the Articles of Association, the general reserve requires annual appropriations of 10% of after-tax profits at each year-end until the balance reaches 50% of the relevant PRC entity's registered capital. In view of our accumulated losses, as advised by our PRC Legal Adviser, according to the relevant PRC laws and regulations and the Articles of Association, we shall not declare or pay dividend until the accumulated losses are covered by our after-tax profits and sufficient statutory common reserve are drawn in accordance with the relevant laws and regulations.

DISTRIBUTABLE RESERVES

As of September 30, 2025, we did not have any distributable reserves.

LISTING EXPENSES

The total listing expenses in connection with the Global Offering are estimated to be approximately HK$69.8 million (assuming an Offer Price of HK$104.1 per Share, being the mid-point of the indicative Offer Price range), among which, (a) approximately HK$32.5 million is directly attributable to the issuance of Shares and will be charged to equity upon completion of the Global Offering, (b) approximately HK$21.2 million has been charged to our consolidated statement of profit or loss and other comprehensive income during the Track Record Period, and (c) approximately HK$16.1 million will be charged to our consolidated statement of profit or loss and other comprehensive income subsequent to the end of the Track Record Period. Our total listing expenses account for approximately 8.4% of our gross proceeds from the Global Offering (assuming an Offer Price of HK$104.1 per Share, being the mid-point of the indicative Offer Price range). The aforementioned estimated listing expenses of approximately HK$69.8 million include: (i) underwriting-related expenses (including but not limited to commissions and fees) of approximately HK$29.4 million, and (ii) non-underwriting related expenses of approximately HK$40.4 million, which consist of fees and expenses of legal advisers and accountants and other fees and expenses. We believe that the level of such fees and expenses are in line with market level and are not unusually high. The aforementioned listing expenses are the latest practicable estimates by us and are provided for reference only and the actual amounts may differ.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

Please refer to the paragraph headed "A. Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets" set out in Appendix IIA to this prospectus.

UNAUDITED PRELIMINARY FINANCIAL INFORMATION FOR THE YEAR ENDED DECEMBER 31, 2025

Based on our unaudited financial information for the year ended 31 December 2025 as set out in Appendix IIB to this prospectus, our Directors expect that there will be an increase in our net loss for the year ended 31 December 2025 as compared to that for FY2024, which was primarily attributable to (i) an increase in Listing expenses, and (ii) an increase in our purchase of computing power services since late 2024 for further development and training of iMedImage® foundation model in line with our strategic R&D plan. For further details, please refer to the section headed "Unaudited Preliminary Financial Information for the year ended 31 December 2025" in Appendix IIB to this prospectus. The unaudited financial information as set out in the section headed "Unaudited Preliminary Financial Information for the year ended 31 December 2025" in Appendix IIB to this prospectus has been agreed by the Reporting Accountants to the amounts set out in the Group's unaudited consolidated financial statements for the year ended 31 December 2025 following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The work performed by the Reporting Accountants in this respect did not constitute an assurance engagement performed in accordance with Hong Kong

Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Reporting Accountants on the unaudited preliminary financial information.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that up to the date of this prospectus, there had been no material adverse change in our financial, operational or prospects since September 30, 2025, being the latest balance sheet date of our consolidated financial statements as set out in the Accountants' Report in Appendix I to this prospectus, and there is no event since September 30, 2025, including any shortfall of working capital or deteriorating cash position after the Track Record Period, which would materially affect the information shown in the Accountants' Report.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors have confirmed that, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND PROSPECTS

See "Business — Our Strategy" for a detailed description of our future plans.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$762.9 million, after deducting underwriting commissions, fees and estimated expenses payable by us in connection with the Global Offering, and assuming an Offer Price of HK$104.1 per H Share, which is the mid-point of the indicative Offer Price range stated in this prospectus. If the Offer Price is set at HK$112.5 per H Share, which is the high end of the indicative Offer Price range, the net proceeds from the Global Offering will increase by approximately HK$827.4 million. If the Offer Price is set at HK$95.6 per H Share, which is the low end of the indicative Offer Price range, the net proceeds from the Global Offering will decrease by approximately HK$697.6 million.

Assuming an Offer Price at the mid-point of the indicative Offer Price range, we currently intend to apply these net proceeds for the following purposes:

- approximately 49.0%, or HK$373.8 million, will be allocated to the research and development and commercialization of our Core Product, AI AutoVision®, as follows:

  - ➢ approximately 41.0%, or HK$312.8 million, will be allocated to the research and development solely on the software component rather than on the hardware part of AI AutoVision®, including:

    - ○ approximately 20.0%, or HK$152.6 million, will be used for the research and development of AI AutoVision® in China, including its future post-approval research and development activities and further post-market upgrades. As of the Latest Practicable Date, the Class III medical device registration application of AI AutoVision® is under the review of the NMPA. We expect to receive a Class III medical device registration certificate in the first quarter of 2026. In particular:

      - approximately 6.0%, or HK$45.8 million, will be used to conduct a post-market multi-center real-world study for AI AutoVision® with an aim to improve the real-world performance of its approved functions. We plan to establish joint laboratories with leading clinical and research institutions to conduct planned real-world study. The study aims to systematically collect real-world clinical data to evaluate the real-world performance of AI AutoVision® in chromosomal abnormality identification accuracy, per-case analysis time, inter-center result consistency and system stability. We plan to initiate the real-world study in the third quarter of 2026. Approximately 30,000 subjects will be enrolled, subject to patient mix and site conditions;

      - approximately 6.0%, or HK$45.8 million, will be used to upgrade the algorithm performance of the approved functions of AI AutoVision® in the next five years. In particular, through training and fine-tuning based on clinical data from real-world study and acquisition of computing resources, we plan to enhance the algorithm performance of AI AutoVision® in structural abnormalities detection to achieve a sensitivity of no less than 98% and specificity of no less than 99%, as well as to reduce average per-case analysis time from 11.3 minutes to around 5 minutes; and

      - approximately 8.0%, or HK$61.0 million, will be used to fund the post-approval R&D, product evaluation studies and clinical validation studies for new karyotype formulate generation functions of AI AutoVision® in the next five years. It will constitute a change in intended use to the original registration certificate, which would require further clinical studies to collect data. In particular these funds will be used to: fund (i) the acquisition of computing resources for data training and fine-tuning; and (ii) clinical

validation studies to upgrade from manual to automatic generation of karyotype formula with an accuracy rate of no less than 90%. We plan to initiate the study in the first half of 2026;

- approximately 12.0%, or HK$91.5 million, will be allocated to the research and development, clinical studies and registration filings of AI AutoVision® to expand its indication in China. We are under further development of AI AutoVision® to expand its indication to karyotype analysis for hematological malignancies using human bone marrow samples. We plan to initiate registrational clinical trial for this expansion of indication in July 2026. We plan to submit an application to the NMPA for this indication expansion in the second half of 2027 and received NMPA approval by December 2028;

- approximately 9.0%, or HK$68.7 million, will be allocated to the research and development, clinical studies and registration filings of AI AutoVision® in selected jurisdictions outside of China, such as the United States. We plan to file the registration submission to the FDA in April 2026 and to obtain FDA approval in December 2026. We also plan to establish a local medical team of approximately five members to collaborate with leading genetic centers and reproductive hospitals in the U.S. to introduce AI AutoVision® to the KOLs and medical community and conduct pre-marketing clinical education in the first quarter of 2027 to build the foundation for future commercialization;

- approximately 8.0%, or HK$61.0 million, will be used for the sales and marketing activities and commercialization of our AI AutoVision® in China, in order to expand sales channels, broaden our market coverage and increase market penetration. Following NMPA approval, we will continue to adopt a combined direct sales and distributorship model for AI AutoVision®. In particular, for the sales and marketing activities and commercialization efforts, we intend to (i) organizing or participating in specialist conferences and academic exchange events to promote scientific awareness; (ii) organize clinical training courses for physicians to enhance proficiency and trust in our product; and (iii) conduct digital marketing, including publish case studies, white papers and technology updates on professional medical platforms, social media and industry media to strengthen our product and brand influence;

- approximately 10.0%, or HK$76.3 million, will be allocated to the further research and development of our other medical imaging software product candidates and medical devices in the next three years after Listing:

  - approximately 6.0%, or HK$45.8 million, will be used for the research and development and optimization of our medical devices, including relevant registration change-related works. We plan to improve long-term transport stability, modular maintainability and control of life-cycle cost efficiency of our KayoFlow® and MetaSight® through multi-disciplinary verification, environmental testing and associated registration changes. We plan to establish a multidisciplinary R&D and validation team of approximately six to eight person over the next three years. We also plan to establish relevant facilities, including testing platforms to verify product operation stability under various transportation and environmental conditions, prototype preparation and type-testing capabilities;

  - approximately 4.0%, or HK$30.5 million, will be used for the research and development and commercialization of our other medical imaging software product candidates, including Hematocyte Analysis Software, Histopathological Analysis Software, Obstetric Ultrasound Analysis Software and Intelligent Handheld Ultrasound Analysis Software. This includes algorithm fine-tuning and validation for specific clinical scenarios, software system integration, registration filing, as well as promotional activities in targeted hospitals;

- approximately 20.0%, or HK$152.6 million, will be allocated to enhance our iMedImage® foundation model and AI technologies. We intend to improve the model's recognition accuracy for common diseases to approximately 98%, enhance its diagnostic reliability in complex cases, and strengthen its few-shot learning capability such that the model can achieve an AUC value of 0.90 or above with approximately 200 training samples for new disease types. In particular:

  - ➢ approximately 8.0%, or HK$61.0 million, will be used to strengthen the data processing system and computing infrastructure of iMedImage® foundation model. We plan to establish a standardized data system and the associated computing infrastructure for building a professional multi-modal medical dataset covering radiology, pathology and ultrasound images. We expect to accumulate approximately 500 thousand pairs of aligned medical images and corresponding clinical reports over the next three years to support the continuous pre-training and optimization of our iMedImage® foundation model;

  - ➢ approximately 6.0%, or HK$45.8 million, will be used to support the further research and development and commercialization of our iMed MaaS® platform and, our SCTI server. In particular, we plan to: (i) apply knowledge-distillation and model-pruning techniques to compress general foundation models into scene-specific models that allow low-latency and low-computing-cost deployment in scientific research and clinical applications; (ii) develop multi-machine parallel and heterogeneous cluster capabilities to create an efficient and scalable localized deployment solution; and (iii) improve stability and compliant operation of the iMed MaaS® platform across different hospital security environment;

  - ➢ approximately 6.0%, or HK$45.8 million, will be allocated to strengthen our algorithm and foundation-model R&D team by recruiting approximately 20 additional members over the next three years, including approximately eight mid-level and 12 senior experts with industry experience in artificial intelligence, medical device technology advancement and medical imaging. We also plan to advance our R&D initiatives and R&D and collaboration projects to drive technology advancement and competitiveness to achieve technological leadership and long-term growth;

- approximately 8.0%, or HK$61.0 million, will be allocated to strengthen our commercialization capabilities and market penetration in China, as follows:

  - ➢ approximately 4.0%, or HK$30.5 million, will be used to build a multi-layered distribution channel system to increase the penetration of our products in tertiary, secondary and primary medical institutions. In particular, we plan to: (i) develop and support approximately 100 new provincial- and municipal-level distributors to cover more than 2,800 reproductive-medicine and hematology-oncology hospitals across China; (ii) establish approximately ten demonstration centers in key regions such as the Yangtze River Delta, the Pearl River Delta, the Beijing-Tianjin-Hebei area and selected Sichuan-Chongqing regions to showcase our products and promote sales; and (iii) develop and operate customer- and channel-management systems and remote technical-support platforms to enhance compliance and quality management;

  - ➢ approximately 4.0%, or HK$30.5 million, will be used to strengthen our sales and services team by recruiting approximately two junior, 14 mid-level and 24 senior sales professionals, as well as the provision of structured training for both existing and new hires in the next three years. We also plan to strengthen our service team, including clinical support personnel, service engineers and training professionals, in order to establish a robust professional service network integrating medical and engineering expertise;

- approximately 5.0%, or HK$38.2 million, will be allocated to expand our presence in global markets by hiring approximately two junior, eight mid-level and nine senior local sales representatives, in particular (i) in high-end markets in Europe, such as the U.K., Germany and France, and North America, such as Canada, through recruitment of localized sales teams and targeted promotional activities; and (ii) in emerging markets in Southeast Asia. Our

products and technology licensing offerings have already been trialled online by dozens of overseas institutions across Europe, North America and Southeast Asia, receiving strong recognition. Some of these institutions may convert into business opportunities. In developed markets such as Europe, competition is mainly from karyotype analysis software developers, we differentiates with strong advanced cross-modality medical imaging AI expertise. In emerging markets such as Southeast Asia, the adoption of AI in medical imaging is in early-stage, limited by the number of professionals and the level of medical expenditure in the region, presenting us with meaningful first-mover opportunities; and

- approximately 8.0%, or HK$61.0 million, will be allocated to pursue strategic collaboration and investment opportunities in upstream and downstream players in the healthcare value chain. Specifically, we will focus on opportunities in high-quality targets that applies artificial intelligence and related technologies in medical, clinical and health-management, including but not limited to AI medical imaging, intelligent text and language applications, AI-assisted therapy systems, and AI-enabled pharmaceutical and genomics solutions. We may select companies with advanced technologies and products and demonstrated commercial potential, such as enterprises with large-scale AI language model capabilities and established application scenarios. According to Frost & Sullivan, there are over 5,000 AI enterprises and more than 200 large-model enterprises in China, most of which are still small and micro-sized businesses, representing a substantial pool of potential investment and acquisition opportunities for the Company. Our strategic investments aims to enhance our market coverage and boost the adoption of our intelligent medical imaging products across diverse healthcare settings in support of our business focusing on long-term strategic value. As of the Latest Practicable Date, we have not identify any specific acquisition or investment target.

The above allocation of the net proceeds from the Global Offering will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the mid-point of the indicative Offer Price range stated in this prospectus.

To the extent that the net proceeds from the Global Offering are either more or less than expected, we may adjust our allocation of the net proceeds for the above purposes on a pro rata basis. In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

If the net proceeds of the Global Offering are not immediately applied to the above purposes, we will only deposit those net proceeds into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions).

HONG KONG UNDERWRITERS

Huatai Financial Holdings (Hong Kong) Limited

Futu Securities International (Hong Kong) Limited

ABCI Securities Company Limited

BOCI Asia Limited

CCB International Capital Limited

China Galaxy International Securities (Hong Kong) Co., Limited

Huafu International Securities Limited

Yellow River Securities Limited

Yuen Meta (International) Securities Limited

Yunfeng Securities Limited

Zheshang International Financial Holdings Co., Ltd.

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The International Offering is expected to be fully underwritten by the International Underwriters.

The Global Offering comprises the Hong Kong Public Offering of initially 799,950 Hong Kong Offer Shares and the International Offering of initially 7,199,250 International Offer Shares, subject, in each case, to reallocation on the basis as described in the section headed "Structure of the Global Offering" in this prospectus.

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, our Company has agreed to offer the Hong Kong Offer Shares for subscription by the public in Hong Kong on and subject to the terms and conditions of the Hong Kong Underwriting Agreement and this prospectus.

Subject to (a) the Stock Exchange granting approval for the listing of, and permission to deal in, our H Shares in issue and to be issued pursuant to the Global Offering on the Main Board as mentioned in this prospectus and such approval not having been withdrawn; and (b) certain other conditions set out in the Hong Kong Underwriting Agreement (including, among others, the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) and the Company, agreeing upon the Offer Price), the Hong Kong Underwriters have agreed, severally but not jointly, to subscribe, or procure subscribers to subscribe, for the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offering on the terms and subject to the conditions set out in this prospectus and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on and subject to, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under the Hong Kong Underwriting Agreement are subject to termination. If, at any time prior to 8:00 a.m. on the Listing Date,

(1) there develops, occurs, exists or comes into effect:

(a) any new law or regulation or any change or development involving a prospective change or any event or series of events or circumstances likely to result in a change or a development involving a prospective change in existing laws or regulations, or the interpretation or application thereof by any court or any competent Authority (as defined in the Hong Kong Underwriting Agreement) in or affecting Hong Kong, the PRC, the United States, Japan, Singapore, the United Kingdom, the European Union (or any member thereof), or other jurisdictions relevant to the Group or the Global Offering (each a "**Relevant Jurisdiction**" and collectively, the "**Relevant Jurisdictions**"); or

(b) any change or development involving a prospective change, or any event or series of events or circumstances likely to result in a change or prospective change, in any local, national, regional or international financial, political, military, industrial, economic, fiscal, legal, regulatory, currency, credit or market conditions or sentiments, Taxation (as defined in the Hong Kong Underwriting Agreement), equity securities or currency exchange rate or controls or any monetary or trading settlement system, or foreign investment regulations (including, without limitation, a devaluation of the Hong Kong dollar, United States dollar or Renminbi against any foreign currencies, a change in the system under which the value of the Hong Kong dollar is linked to that of the United States dollar or the Renminbi is linked to any foreign currency or currencies) or other financial markets (including, without limitation, conditions and sentiments in stock and bond markets, money and foreign exchange markets, the inter-bank markets and credit markets) in or affecting any Relevant Jurisdictions, or affecting an investment in the Offer Shares; or

(c) any event or series of events, or circumstances in the nature of force majeure (including, without limitation, any acts of government, declaration of a regional, national or international emergency or war, calamity, crisis, economic sanctions, strikes, labor disputes, other industrial actions, lock-outs, fire, explosion, flooding, tsunami, earthquake, volcanic eruption, civil commotion, riots, rebellion, public disorder, paralysis in government operations, acts of war, epidemic, pandemic, outbreak or escalation, mutation or aggravation of diseases, accident or interruption or delay in transportation, local, national, regional or international outbreak or escalation of hostilities (whether or not war is or has been declared), act of God or act of terrorism (whether or not responsibility has been claimed)) in or affecting any of the Relevant Jurisdictions; or

(d) any moratorium, suspension or limitation (including without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) on (i) the trading in shares or securities generally on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market or the London Stock Exchange; or (ii) the trading in any securities of our Company listed or quoted on a stock exchange or an over-the-counter market; or

(e) any general moratorium on banking activities in or affecting any of the Relevant Jurisdictions or any disruption in commercial banking or foreign exchange trading or securities settlement or clearing services, procedures or matters in or affecting any of the Relevant Jurisdictions; or

(f) other than with the prior written consent of the Sponsor-overall Coordinator, the issue or requirement to issue by our Company of a supplement or amendment to this prospectus or other documents in connection with the offer and sale of the Offer Shares pursuant to the Companies (Winding up and Miscellaneous Provisions) Ordinance or the Listing Rules or upon any requirement or request of the Stock Exchange and/or the SFC; or

(g) the commencement by any Authority (as defined in the Hong Kong Underwriting Agreement) or other regulatory or political body or organization of any public action or investigation against a Group company or a director or a senior management member of any Group company or announcing an intention to take any such action; or

(h) the imposition of sanctions or export controls on any Group company or any of the Controlling Shareholders, or the withdrawal of trading privileges which existed on the date of the Hong Kong Underwriting Agreement, in whatever form, directly or indirectly, by, or for, any Relevant Jurisdiction; or

(i) any valid demand by creditors for repayment of indebtedness of any member of our Group or in respect of which any member of the Group is liable prior to its stated maturity; or

(j) any non-compliance of this prospectus (or any other documents used in connection with the contemplated offering, allotment, issue, subscription or sale of any of the Offer Shares), the CSRC filings or any aspect of the Global Offering with the Listing Rules or any other applicable laws; or

(k) any litigation, dispute, legal action or claim or regulatory or administrative investigation or action being threatened, instigated or announced against any member of our Group or any Controlling Shareholder or any Director or senior management members as named in this prospectus; or

(l) any contravention by any Group company or any Director of the Listing Rules or applicable laws; or

(m) any change or prospective change, or a materialization of, any of the risks set out in the section headed "Risk Factors" in this prospectus; or

which, in any such case individually or in the aggregate, in the sole and absolute opinion of the Sole Sponsor and the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters):

i. has or will or may have a material adverse effect whether directly or indirectly, on the assets, liabilities, business, general affairs, management, prospects, shareholders' equity, profits, losses, results of operations, position or condition, financial or otherwise, or performance of our Company or our Group as a whole; or

ii. has or will or may have a material adverse effect on the success of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of indications of interest under the International Offering; or

iii. makes or will make or may make it impracticable, inadvisable, inexpedient or incapable for any material part of the Hong Kong Underwriting Agreement, the Hong Kong Public Offering or the Global Offering to be performed or implemented as envisaged or for the Hong Kong Public Offering and/or the Global Offering to proceed, or to market the Global Offering or the delivery or distribution of the Offer Shares on the terms and in the manner contemplated by the Offering Documents; or

iv. has or will or may have the effect of making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or preventing the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or

(2) there has come to the notice of the Sole Sponsor and the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) that:

(a) any statement contained in any of the Offering Documents (as defined in the Hong Kong Underwriting Agreement), the CSRC filings and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto) (the "**Global Offering Documents**") was, when it was issued, or has become untrue, incorrect, inaccurate in any material respect or misleading; or that any estimate, forecast, expression of opinion, intention or expectation contained in any such documents, was, when it was issued, or has become unfair or misleading in any respect or based on untrue, dishonest or unreasonable assumptions or given in bad faith; or

(b) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this prospectus, constitute a material omission or misstatement in any Global Offering Document; or

(c) any breach of, or any event or circumstance rendering untrue or incorrect or misleading in any respect, any of the representations, warranties and undertakings given by our Company or the Warranting Shareholders in the Hong Kong Underwriting Agreement or the International Underwriting Agreement; or

(d) any event, act or omission which gives rise or is likely to give rise to any liability of any of the Indemnifying Parties (as defined in the Hong Kong Underwriting Agreement) pursuant to the indemnities in the Hong Kong Underwriting Agreement; or

(e) any breach of any of the obligations or undertakings imposed upon our Company or any member of the Warranting Shareholders to the Hong Kong Underwriting Agreement or the International Underwriting Agreement; or

(f) there is any change or development involving a prospective change constituting or, having a Material Adverse Effect; or

(g) that the Chairman of the Board, any Director or any member of senior management of our Company named in this prospectus seeks to retire, or is removed from office or vacating his/her office; or

(h) any Director or any member of senior management of the Company named in the Prospectus is being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management or taking directorship of a company; or

(i) our Company withdraws this prospectus (and/or any other documents used in connection with the subscription or sale of any of the Offer Shares pursuant to the Global Offering) or the Global Offering; or

(j) that the approval by the Listing Committee of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, cancelled, qualified (other than by customary conditions), revoked or withheld; or

(k) any person (other than the Sole Sponsor and the Sponsor-overall Coordinator) has withdrawn its consent to the issue of this prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or

(l) any prohibition on our Company for whatever reason from offering, allotting, issuing or selling any of the Offer Shares pursuant to the terms of the Global Offering; or

(m) any person (other than the Sole Sponsor and the Sponsor-overall Coordinator) has withdrawn or sought to withdraw its consent to being named in any of the Offering Documents or to the issue of any of the Offering Documents; or

(n) an order or petition is presented for the winding-up or liquidation of any member of our Group, or any member of our Group makes any composition or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any member of our Group or a provisional liquidator, receiver or manager is appointed over all or part of the assets or undertaking of any member of our Group or anything analogous thereto occurs in respect of any member of our Group; or

(o) (A) the notice of acceptance of the CSRC filings issued by the CSRC and/or the results of the CSRC filings published on the website of the CSRC is rejected, withdrawn, revoked or invalidated; or (B) other than with the prior written consent of the Sponsor-overall Coordinator, the issue or requirement to issue by our Company of a supplement or amendment to the CSRC filings pursuant to the CSRC rules or upon any requirement or request of the CSRC; or (C) any non-compliance of the CSRC filings with the CSRC rules or any other applicable laws; or

(p) that a material portion of the orders placed or confirmed in the bookbuilding process, have been withdrawn, terminated or cancelled as a result of the payment of the relevant investment amount not being received or settled in the stipulated time and manner or otherwise;

then, in each case, the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters), may in its sole and absolute discretion and upon giving notice in writing to our Company, terminate the Hong Kong Underwriting Agreement with immediate effect.

Undertakings to the Stock Exchange Pursuant to the Listing Rules

(A) Undertakings by our Company

Pursuant to Rule 10.08 of the Listing Rules, our Company has undertaken to the Stock Exchange, that that no further Shares or securities convertible into our equity securities (whether or not of a class already listed) may be issued by us or form the subject of any agreement to such an issue within six months from the Listing Date (whether or not such issue of Shares or the securities of our Company will be completed within six months from the Listing Date) except for: (a) any capitalization issue, capital reduction or consolidation or sub-division of shares; or (b) issue of shares or securities pursuant to the Global Offering; or (c) any other applicable circumstances provided under rule 10.08 of the Listing Rules.

(B) Undertakings by our Controlling Shareholders

By virtue of Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that, except pursuant to the Global Offering, he/she it will not and will procure that the relevant registered holder(s) will not, without the prior written consent of the Stock Exchange or unless otherwise in compliance with the requirements of the Listing Rules:

(a) in the period commencing on the date by reference to which disclosure of his/her/its shareholding in our Company is made in this prospectus and ending on the date which is six months from the Listing Date (the "**First Six-Month Period**"), dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares in respect of which he/she/it is shown by this prospectus to be the beneficial owner (the "**Relevant Securities**");

(b) in the period of six months from the expiry of the First Six-Month Period, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of our Shares referred to in paragraph (a) above if, immediately following such disposal or upon exercise or enforcement of such options, rights, interests or encumbrances, he/she/it would cease to be the controlling shareholder of our Company.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that within the period commencing from the date by reference to which disclosure of his/her/its shareholdings in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, he/she/it will:

(i) when he/she/it pledges or charges any Relevant Securities or interests in any of the Relevant Securities, whether directly or indirectly, in favor of any authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan, immediately inform our Company of such pledge or charge together with the number of the Relevant Securities so pledged or charged; and

(ii) when he/she/it receives indications, either verbal or written, from the pledgee or chargee of any Relevant Securities that any of the pledged or charged securities of our Company will be disposed of, immediately inform our Company in writing of such indications.

Our Company will inform the Stock Exchange in writing as soon as we have been informed of matters referred in above by any of our Controlling Shareholders and disclose such matters by way of announcement pursuant to the requirements under the Listing Rules as soon as possible.

Undertakings pursuant to the Hong Kong Underwriting Agreement

(A) Undertakings by our Company

Our Company has undertaken to each of the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries, that except pursuant to the Global Offering, at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling the First Six-Month Period, our Company will not, without the prior written consent of the Sole Sponsor and the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(i) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, assign, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, or repurchase, any legal or beneficial interest in the share capital or any other securities of

our Company or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase any share capital or other equity securities of our Company, as applicable), or deposit any share capital or other securities of our Company, as applicable, with a depositary in connection with the issue of depositary receipts; or

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of the Shares or any other securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares; or

(iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above; or

(iv) offer to or agree to do any of the foregoing specified in (i), (ii) or (iii) or announce any intention to do so,

in each case, whether any of the foregoing transactions is to be settled by delivery of share capital or such other securities, in cash or otherwise (whether or not the issue of such share capital or other securities will be completed within the First Six-month Period).

Our Company has further agreed that, in the event our Company is allowed to enter into any of the transactions described in paragraph (i), (ii) or (iii) above or offers to or agrees to or announces any intention to effect any such transaction during the period of six months commencing on the date on which the First Six Month Period expires (the "**Second Six Month Period**"), we will take all reasonable steps to ensure that such an issue or disposal will not, and no other act of our Company will, create a disorderly or false market for any H Shares or other securities of our Company.

Our Warranting Shareholders have undertaken to each of the Sole Sponsor, Sponsor-overall Coordinator, the Overall Coordinators, Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters that it/he/she shall procure our Company to comply with the above undertakings.

Our Company has agreed and undertaken to each of the Sole Sponsor, Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Capital Market Intermediaries, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters that we will, and the Warranting Shareholders undertake to procure that our Company will, comply with the minimum public float requirements specified in the Listing Rules (the "**Minimum Public Float Requirement**"), and we will not effect any purchase of the H Shares, or agree to do so, which may reduce the holdings of the H Shares held by the public (as defined in Rule 8.24 of the Listing Rules) to below the Minimum Public Float Requirement or any waiver granted and not revoked by the Stock Exchange prior to the expiration of the Second Six Month Period without first having obtained the prior written consent of the Sole Sponsor and the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters).

(B) Undertakings by the Warranting Shareholders

Each of the Warranting Shareholders has undertaken to each of the Company, the Sole Sponsor, Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries that, without the prior written consent of the Sole Sponsor and the Sponsor-overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(a) it/he/she will not, and will procure that the relevant registered holder(s), any nominee or trustee holding on trust for it/him/her and the companies controlled by it/him/her will not, at any time during the First Six Month Period, (i) sell, offer to sell, accept

subscription for, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any H Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or any such other securities, as applicable or any interest in any of the foregoing), or deposit any H Shares or other securities of our Company with a depositary in connection with the issue of depositary receipts, or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of any H Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or any such other securities, as applicable or any interest in any of the foregoing), or (iii) enter into any transaction with the same economic effect as any transaction specified in paragraph (a)(i) or (ii) above, or (iv) offer to or agree to or announce any intention to effect any transaction specified in paragraph (a)(i), (ii) or (iii) above, in each case, whether any of the transactions specified in paragraph (a)(i), (ii) or (iii) above is to be settled by delivery of H Shares or other securities of our Company or in cash or otherwise, and whether or not the transactions will be completed within the First Six Month Period; and

(b) it/he/she will not, during the Second Six Month Period, enter into any of the transactions specified in paragraph (a)(i), (ii) or (iii) above or offer to or agree to contract to or publicly announce any intention to effect any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or encumbrance pursuant to such transaction, it will cease to be a Controlling Shareholder of our Company or a member of a group of the Controlling Shareholders of our Company or would together with the other Controlling Shareholders cease to be "controlling shareholders" of our Company as defined in the Listing Rules; and

(c) until the expiry of the Second Six Month Period, in the event that it/he/she enters into any of the transactions specified in paragraph (a)(i), (ii) or (iii) or offer to or agrees to or contract to or publicly announce any intention to effect any such transaction, it/he/she will take all reasonable steps to ensure that such a disposal will not create a disorderly or false market in the securities of our Company.

Indemnity

We and the Warranting Shareholders have agreed to indemnify, among others, the Sole Sponsor, Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries for certain losses which they may suffer, including, among others, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement and any breach by our Company and the Warranting Shareholders of the Hong Kong Underwriting Agreement.

The International Offering

International Underwriting Agreement

In connection with the International Offering, it is expected that our Company and the Warranting Shareholders will enter into the International Underwriting Agreement with the Sole Sponsor, the Sponsor-overall Coordinator and the International Underwriters. Under the International Underwriting Agreement, subject to the conditions set forth therein, the International Underwriters would severally and not jointly agree to purchase, or procure purchasers to purchase, the Offer Shares being offered pursuant to the International Offering (subject to, among others, any reallocation between the International Offering and the Hong Kong Public Offering). It is expected

that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, or is terminated, the Global Offering will not proceed.

It is expected that each of the Warranting Shareholders will undertake to the International Underwriters not to dispose of, or enter into any agreement to dispose of, or otherwise create any options, rights, interest or encumbrances in respect of any of the H Shares held by it in our Company for a period similar to such undertakings given by them pursuant to the Hong Kong Underwriting Agreement, which is described in "— Underwriting Arrangements and Expenses — Undertakings pursuant to the Hong Kong Underwriting Agreement — (B) Undertakings by the Warranting Shareholders" above.

Commission and Expenses

Our Company will pay an underwriting commission of 3% of the aggregate Offer Price of all the Offer Shares (depending on the market capitalization of the Company upon Listing) (the "**Fixed Fees**"). Our Company may also in our sole and absolute discretion pay any one or all of the Underwriters an additional incentive fee in aggregate of up to 1% of the aggregate Offer Price for all of the Offer Shares (the "**Discretionary Fees**"). The ratio of the Fixed Fees and Discretionary Fees payable is therefore approximately 56%:44% (on the basis that the Discretionary Fees will be fully paid). For any unsubscribed Hong Kong Offer Shares reallocated to the International Offering, we will pay an underwriting commission at the rate applicable to the International Offering and such commission will be paid to the relevant International Underwriters and not the Hong Kong Underwriters.

Further, the aggregate commissions and fees, together with Stock Exchange listing fees, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565%, AFRC transaction levy of 0.00015%, legal and other professional fees and printing and all other expenses payable by us relating to the Global Offering are currently estimated to amount in aggregate to approximately HK$69.38 million (assuming an Offer Price of HK$104.1 per Offer Share, being the mid-point of the indicative Offering Price range stated in this prospectus).

INDEPENDENCE OF THE SOLE SPONSOR

Huatai Financial Holdings (Hong Kong) Limited satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

UNDERWRITERS' INTERESTS IN OUR COMPANY

Save for the obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement and as disclosed in this prospectus, as at the Latest Practicable Date, none of the Underwriters has any shareholding or beneficial interests in any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the Global Offering.

Following the completion of the Global Offering, the Sponsor-overall Coordinator and the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the H Shares as a result of fulfilling their obligations under the Hong Kong Underwriting Agreement.

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Offering (together, the "**Syndicate Members**") and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting process.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In the ordinary course of their various business activities, the Syndicate Members and their respective affiliates may purchase, sell or hold

a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group's loans and other debt.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the H Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the H Shares in most cases.

Such activities may affect the market price or value of our H Shares, the liquidity or trading volume in our H Shares and the volatility of the price of our H Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

(a) the Syndicate Members must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and

(b) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking and other services to our Company and our affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

(a) the Hong Kong Public Offering of initially 799,950 H Shares (subject to reallocation) in Hong Kong, as described in "— The Hong Kong Public Offering" below; and

(b) the International Offering of initially 7,199,250 H Shares (subject to reallocation) outside the United States in offshore transactions in reliance on Regulation S, as described in "— The International Offering" below.

The 7,999,200 H Shares initially being offered in the Global Offering will represent approximately 9.0% of the total number of issued Shares immediately after completion of the Global Offering. The underwriting arrangements, and the respective Underwriting Agreements, are summarized in "Underwriting" in this prospectus.

Investors may apply for Hong Kong Offer Shares under the Hong Kong Public Offering, or, if qualified to do so, apply for or indicate an interest in International Offer Shares under the International Offering, but may not do both.

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE HONG KONG PUBLIC OFFERING

Number of Shares Initially Offered

We are initially offering 799,950 Hong Kong Offer Shares, representing 10% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price for subscription by the public in Hong Kong. Subject to the reallocation of H Shares between (i) the International Offering, and (ii) the Hong Kong Public Offering, the Hong Kong Offer Shares will represent 0.9% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering.

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers and companies (including fund managers) whose ordinary business involves dealing in shares and other securities, and corporate entities which regularly invest in shares and other securities.

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a several basis under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Overall Coordinator (for itself and on behalf of the Underwriters) agreeing on the Offer Price. Completion of the Hong Kong Public Offering is subject to the conditions as set out in "— Conditions of the Global Offering" below.

Allocation

Allocation of the Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of the Offer Shares initially available under the Hong Kong Public Offering (after taking account of any reallocation in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering referred to below) will be divided equally into two pools (with any odd lots being allocated to pool A): pool A and pool B. Pool A will comprise 400,000 Hong Kong Offer Shares and pool B will comprise 399,950 Hong

Kong Offer Shares initially. Both of which are available on an equitable basis to successful applicants. All valid applications that have applied for Hong Kong Offer Shares with a total price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of HK$5 million or below will fall into pool A. All valid applications that have applied for Hong Kong Offer Shares with a total price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of over HK$5 million and up to the total value of pool B will fall into pool B.

For the purpose of this sub-section only, the "price" for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined).

Applicants should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Hong Kong Offer Shares in one (but not both) of the two pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in the other pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B, but not from both pools. Multiple or suspected multiple applications and any application for more than 399,950 Hong Kong Offer Shares (being 50% of the 799,950 Offer Shares initially available under the Hong Kong Public Offering) will be rejected.

Reallocation

The Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Overall Coordinator. Subject to the allocation cap described in the subsequent paragraph, the Overall Coordinator may in its discretion reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In addition, if the Hong Kong Public Offering is not fully subscribed, the Overall Coordinator will have the discretion (but shall not be under any obligation) to reallocate to the International Offering all or any unsubscribed Hong Kong Offer Shares in such amounts as they deem appropriate.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between Pool A and Pool B and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Overall Coordinator deems appropriate. In the event of reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering in the circumstances where (a) the International Offer Shares are fully subscribed or oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, or (b) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, then up to 399,900 Offer Shares may be reallocated from the International Offering to the Hong Kong Public Offering, so that the total number of Offer Shares available for subscription under the Hong Kong Public Offering will increase up to 1,199,850 Offer Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering in accordance with Chapter 4.14 of the Guide for New Listing Applicants.

Given the initial allocation of the Offer Shares to the Hong Kong Public Offering and the International Offering follows the provision of Paragraph 4.2(b) of Practice Note 18 of the Listing Rules, no mandatory clawback or reallocation mechanism is required to increase the number of Offer Shares under the Hong Kong Public Offering to a certain percentage of the total number of Offer Shares offered under the Global Offering.

Details of any reallocation of Offer Shares between the Hong Kong Public Offering and the International Offering will be disclosed in the results announcement of the Global Offering expected to be published on Friday, March 27, 2026.

Applications

The Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered H Shares under the International Offering, and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Overall Coordinator so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that it is excluded from any application for H Shares under the International Offering.

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Offer Shares under the International Offering, and such applicant's application in the International Offering is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channels), the maximum price of HK$112.5 per Offer Share in addition to the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy payable on each Offer Share. If the Offer Price, as finally determined in the manner described in "— Pricing and Allocation" below, is less than the maximum price of HK$112.5 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy attributable to the surplus application monies) will be made to successful applicants (subject to application channels), without interest. Further details are set out in "How to Apply for Hong Kong Offer Shares."

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE INTERNATIONAL OFFERING

Number of Offer Shares Offered

Subject to the reallocation as described above, the number of Offer Shares to be initially offered under the International Offering will be 7,199,250, representing 90% of the total number of Offer Shares initially available under the Global Offering. The number of Offer Shares initially offered under the International Offering, subject to any reallocation of Offer Shares between the International Offering and the Hong Kong Public Offering, will represent approximately 8.1% of the enlarged issued share capital of our Company immediately following the completion of the Global Offering. The International Offering is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, and is subject to the Hong Kong Public Offering becoming unconditional.

Allocation

The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. The International Offering is subject to the Hong Kong Public Offering being unconditional.

Allocation of Offer Shares pursuant to the International Offering will be effected in accordance with the "book-building" process described in "— Pricing and Allocation" below and based on a number of factors, including the level and timing of demand, total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely hold or sell, H Shares, after the Listing. Such allocation is intended to result in a distribution of the H Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of our Company and our Shareholders as a whole.

The Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offering and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Overall Coordinator (for itself and on behalf of the Underwriters) so as to allow them to identify the relevant applications under the Hong Kong Public Offering and to ensure that they are excluded from any application of Offer Shares under the International Offering.

Reallocation

The total number of Offer Shares to be issued pursuant to the International Offering may change as a result of the reallocation arrangement described in "— The Hong Kong Public Offering — Reallocation" above, and any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

PRICING AND ALLOCATION

Determining the Offer Price

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building," is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Thursday, March 26, 2026, by agreement between the Sponsor-overall Coordinator (for itself and on behalf of the Underwriters) and our Company and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

Offer Price Range

The Offer Price per Offer Share under the Hong Kong Public Offering will be identical to the Offer Price per Offer Share under the International Offering based on the Hong Kong dollar price per Offer Share, as determined by the Overall Coordinator (for itself and on behalf of the Underwriters) and our Company.

The Offer Price will not be more than HK$112.5 per Offer Share and is expected to be not less than HK$95.6 per Offer Share, unless otherwise announced by our Company no later than the morning of the last day for lodging applications under the Hong Kong Public Offering, which is Wednesday, March 25, 2026, as further explained below. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.**

If, for any reason, our Company and the Overall Coordinator (for itself and on behalf of the Underwriters) are unable to reach agreement on the Offer Price on or before 12:00 noon on Thursday, March 26, 2026, the Global Offering will not proceed and will lapse.

Reduction in Indicative Offer Price Range and/or Number of Offer Shares

The Overall Coordinator (for itself and on behalf of the other Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the indicative Offer Price range as stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering, cause to be announced on the

website of our Company at **www.diagens.com** and the website of the Stock Exchange at **www.hkexnews.hk**, notices of the reduction, and the cancellation of the Global Offering and relaunch of the offer at the revised number of Offer Shares and/or the revised Offer Price.

As soon as practicable after such reduction of the number of Offer Shares and/or the Offer Price, we will also issue a supplemental prospectus or a new prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price, and giving investors at least three business days to consider the new information. The supplemental or new prospectus should include at least the following: updated (i) Offer Price and market capitalization; (ii) listing timetable and underwriting obligations; (iii) price/earning multiple, unaudited pro forma and adjusted net tangible assets; and (iv) use of proceeds and working capital adequacy confirmation based on the revised proceeds.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the indicative Offer Price range may not be made until the last day for lodging applications under the Hong Kong Public Offering. In the absence of any such supplemental or new prospectus so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, will under no circumstances be set outside the Offer Price range as stated in this prospectus.

If there is any change to the offer size due to change in the number of Offer Shares offered in the Global Offering (other than pursuant to the reallocation mechanism as disclosed in this prospectus), or change to the Offer Price which leads to the resulting price falling outside the indicative Offer Price range as stated in this prospectus, or if the Company becomes aware that there has been a significant change affecting any matter contained in this prospectus or a significant new matter has arisen, the inclusion of information in respect of which would have been required to be in this prospectus if it had arisen before this prospectus was issued, after the issue of this prospectus and before the commencement of dealings in our Offer Shares as prescribed under Rule 11.13 of the Listing Rules, our Company is required to cancel the Global Offering and issue a supplemental prospectus or a new prospectus and subsequently relaunched on FINI pursuant to the supplemental prospectus.

In the event of a reduction in the number of Offer Shares, the Overall Coordinator (for itself and on behalf of the Underwriters) may, at its discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offering and the International Offering, provided that the number of Offer Shares comprised in the Hong Kong Public Offering shall not be less than 10% of the total number of Offer Shares available under the Global Offering. The Offer Shares to be offered in the Hong Kong Public Offering and the Offer Shares to be offered in the International Offering may, in certain circumstances, be reallocated between these offerings at the discretion of the Overall Coordinator (for itself and on behalf of the Underwriters).

Announcement of Offer Price and Basis of Allocations

The final Offer Price, the results of indications of interest in the International Offering, the results of applications in the Hong Kong Public Offering, the basis of allocations of the Hong Kong Offer Shares and the results of allocations are expected to be announced on Friday, March 27, 2026 on the website of our Company at **www.diagens.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

UNDERWRITING

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Overall Coordinator (for itself and on behalf of the Underwriters) agreeing on the Offer Price.

We expect to enter into the International Underwriting Agreement relating to the International Offering on or around the Price Determination Date.

These underwriting arrangements under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarized in "Underwriting" in this prospectus.

CONDITIONS OF THE GLOBAL OFFERING

Acceptances of all applications for Offer Shares pursuant to the Global Offering will be conditional on, among others:

(a) the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares in issue and the H Shares to be issued pursuant to the Global Offering and such approval not subsequently having been revoked prior to the commencement of dealings in the H Shares on the Stock Exchange;

(b) the Offer Price having been duly agreed between our Company and the Overall Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date;

(c) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and

(d) the obligations of the Underwriters under the respective Underwriting Agreements becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and, in any event, not later than the date which is 30 days after the date of this prospectus.

If, for any reason, the Offer Price is not agreed between our Company and the Overall Coordinator (for itself and on behalf of the Underwriters) by 12:00 noon on Thursday, March 26, 2026, the Global Offering will not proceed and will lapse immediately.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the website of the Stock Exchange at **www.hkexnews.hk** and the website of our Company at **www.diagens.com** on the next Business Day following such lapse. In such eventuality, all application monies will be returned, without interest (subject to application channels), on the terms set out in "How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of H Share Certificates and Refund of Application Monies." In the meantime, all application monies will be held in separate bank account(s) with the receiving bankers or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects, and (ii) the right of termination as described in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares in issue and to be issued by us pursuant to the Global Offering.

No part of our Company's share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to deal is being or proposed to be sought in the near future.

SHARES WILL BE ELIGIBLE FOR CCASS

Subject to the granting of the listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and the HKSCC Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisers for details of the settlement arrangements as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling our H Shares to be admitted into CCASS.

DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, March 30, 2026, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, March 30, 2026. The H Shares will be traded in board lots of 50 H Shares. The stock code of the H Shares will be 2526.

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the "HKEXnews > New Listings > New Listing Information" section, and our website at www.diagens.com.

The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

A. APPLICATION FOR HONG KONG OFFER SHARES

1. Who Can Apply

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are 18 years of age or older; and
- have a Hong Kong address (for the **White Form eIPO** service only).

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing Shareholder or its close associates; or
- are a Director or a supervisor or any of his/her close associates.

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Friday, March 20, 2026 and end at 12:00 noon on Wednesday, March 25, 2026 (Hong Kong time).

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
White Form eIPO service	www.eipo.com.hk	Investors who would like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Friday, March 20, 2026 to 11:30 a.m. on Wednesday, March 25, 2026, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Wednesday, March 25, 2026, Hong Kong time.

Application Channel	Platform	Target Investors	Application Time
HKSCC EIPO Channel. . .	Your broker or custodian who is a HKSCC Participant will submit **electronic application instruction(s)** on your behalf through HKSCC's FINI system in accordance with your instruction.	Investors who would not like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

The **White Form eIPO** service and the **HKSCC EIPO** channel are facilities subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day of the application period to apply for Hong Kong Offer Shares.

For those applying through the **White Form eIPO** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **White Form eIPO** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. If you are a person for whose benefit the **electronic application instructions** are given, you shall be deemed to have declared that only one set of **electronic application instructions** has been given for your benefit. If you are an agent for another person, you shall be deemed to have declared that you have only given one set of **electronic application instructions** for the benefit of the person for whom you are an agent and that you are duly authorized to give those instructions as an agent.

For the avoidance of doubt, giving an application instruction under the **White Form eIPO** service more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you apply through the **White Form eIPO** service, you are deemed to have authorized the **White Form eIPO** Service Provider to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **White Form eIPO** service.

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this prospectus and any supplement to it.

For those applying through **HKSCC EIPO** channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

3. Information Required to Apply

You must provide the following information with your application:

For Individual/Joint Applicants	For Corporate Applicants
• Full name(s)[2] as shown on your identity document	• Full name(s)[2] as shown on your identity document
• Identity document's issuing country or jurisdiction	• Identity document's issuing country or jurisdiction
• Identity document type, with order of priority: i. HKID card; or ii. National identification document; or iii. Passport; and	• Identity document type, with order of priority: i. LEI registration document; or ii. Certificate of incorporation; or iii. Business registration certificate; or iv. Other equivalent document; and
• Identity document number	• Identity document number

Notes:

1. If you are applying through the **White Form eIPO** service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card. The number of joint applicants may not exceed four. If you are a firm, the applicant must be in the individual members' names.

2. The applicant's full name as shown on their identity document must be used and the surname, given name, middle and other names (if any) must be input in the same order as shown on the identity document. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card (including both Hong Kong Residents and Hong Kong Permanent Residents), the HKID number must be used when making an application to subscribe for shares in a public offer. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.

3. If the applicant is a trustee, the client identification data ("CID") of the trustee, as set out above, will be required. If the applicant is an investment fund (i.e. a collective investment scheme, or CIS), the CID of the asset management company or the individual fund, as appropriate, which has opened a trading account with the broker will be required, as above.

4. The maximum number of joint account holders on FINI[(1)] is capped at four in accordance with market practice.

   (1) Subject to change, if the Company's Articles of Incorporation and applicable company law prescribe a lower cap.

5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii), the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

   "Unlisted company" means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

   "Statutory control" means you:

   • control the composition of the board of directors of the company;

- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

For those applying through **HKSCC EIPO** channel, and making an application under a power of attorney, we and the Sponsor-overall Coordinator, as our agent, have discretion to consider whether to accept it on any conditions we think fit, including evidence of the attorney's authority.

Failing to provide any required information may result in your application being rejected.

4. Permitted Number of Hong Kong Offer Shares for Application

Board lot size	:	50 H Shares
Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment	:	Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below. The maximum Offer Price is HK$112.5 per H Share. If you are applying through the **HKSCC EIPO** channel, you are required to pre-fund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong. By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the **HKSCC EIPO** channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the final Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy by debiting the relevant nominee bank account at the designated bank for your broker or custodian. If you are applying through the **White Form eIPO** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application	No. of Hong Kong Offer Shares applied for	Amount payable[2] on application
	HK$		*HK$*		*HK$*		*HK$*
50	5,681.73	700	79,544.20	5,000	568,172.81	70,000	7,954,419.38
100	11,363.46	800	90,907.66	6,000	681,807.38	80,000	9,090,765.00
150	17,045.19	900	102,271.10	7,000	795,441.93	90,000	10,227,110.63
200	22,726.91	1,000	113,634.57	8,000	909,076.50	100,000	11,363,456.26
250	28,408.64	1,500	170,451.84	9,000	1,022,711.07	150,000	17,045,184.38
300	34,090.37	2,000	227,269.13	10,000	1,136,345.63	200,000	22,726,912.50
350	39,772.09	2,500	284,086.40	20,000	2,272,691.26	250,000	28,408,640.63
400	45,453.83	3,000	340,903.69	30,000	3,409,036.88	300,000	34,090,368.76
450	51,135.56	3,500	397,720.97	40,000	4,545,382.50	399,950[1]	45,448,143.27
500	56,817.28	4,000	454,538.26	50,000	5,681,728.13		
600	68,180.73	4,500	511,355.53	60,000	6,818,073.76		

Notes:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) and the SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy are paid to the Stock Exchange (in the case of the SFC transaction levy and in the case of the AFRC transaction levy, collected by the Stock Exchange on behalf of the SFC and the AFRC respectively).

5. Multiple Applications Prohibited

You or your joint applicant(s) shall not make more than one application for your own benefit, except where you are a nominee and provide the information of the underlying investor in your application as required under the paragraph headed "— A. Application for Hong Kong Offer Shares — 3. Information Required to Apply" in this section. If you are suspected of submitting or cause to submit more than one application, all of your applications will be rejected.

Multiple applications made either through (i) the **White Form eIPO** service, (ii) **HKSCC EIPO** channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **White Form eIPO** service or **HKSCC EIPO** channel, you or the person(s) for whose benefit you have made the application shall not apply further for any Offer Shares.

6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **White Form eIPO** service or **HKSCC EIPO** channel, you (or as the case may be, HKSCC Nominees will do the following things on your behalf):

(i) undertake to execute all relevant documents and instruct and authorize us and/or the Sponsor-overall Coordinator, as our agent, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you are applying through the **HKSCC EIPO** channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant's stock account on your behalf;

(ii) confirm that you have read and understand the terms and conditions and application procedures set out in this prospectus and the designated website of the **White Form eIPO** service (or as the case may be, the agreement you entered into with your broker or custodian), and agree to be bound by them;

(iii) (if you are applying through the **HKSCC EIPO** channel) agree to the arrangements, undertakings and warranties under the participant agreement between your broker or custodian and HKSCC and observe the General Rules of HKSCC and the HKSCC Operational Procedures for giving application instructions to apply for Hong Kong Offer Shares;

(iv) confirm that you are aware of the restrictions on offers and sales of shares set out in this prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application;

(v) confirm that you have read this prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations;

(vi) agree that our Company, the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, and any of their or our Company's respective directors, officers, employees, partners, agents, advisers, and representatives, and any other parties involved in the Global Offering (collectively, the "**Relevant Persons**"), the H Share Registrar and HKSCC will not be liable for any information and representations not in this prospectus and any supplement to it;

(vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to us, the Relevant Persons, the H Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the paragraph headed "— G. Personal Data — 3. Purposes and 4. Transfer of personal data" in this section;

(viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees' application) has been accepted) that you will not rescind it because of an innocent misrepresentation;

(ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the H Share Registrar by way of publication of the results at the time and in the manner as specified in the paragraph headed "— B. Publication of Results" in this section;

(x) confirm that you are aware of the situations specified in the paragraph headed "— C. Circumstances In Which You Will Not Be Allocated Hong Kong Offer Shares" in this section;

(xi) agree that your application or HKSCC Nominees' application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;

(xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither we nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;

(xiii) confirm that (a) your application or HKSCC Nominees' application on your behalf is not financed directly or indirectly by our Company, any of the directors, chief executives, substantial Shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates; and (b) you are not accustomed

or will not be accustomed to taking instructions from our Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the H Shares registered in your name or otherwise held by you;

(xiv) warrant that the information you have provided is true and accurate;

(xv) confirm that you understand that we and the Sponsor-overall Coordinator will rely on your declarations and representations in deciding whether or not to allocate any Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;

(xvi) agree to accept Hong Kong Offer Shares applied for or any lesser number allocated to you under the application;

(xvii) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;

(xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC directly or indirectly or through the application channel of the **White Form eIPO** Service Provider or by any one as your agent or by any other person; and

(xix) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC and the **White Form eIPO** Service Provider and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent.

B. PUBLICATION OF RESULTS

Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares through:

Platform		Date/Time
Applying through the **White Form eIPO** service or **HKSCC EIPO** channel:		
Website	The designated results of allocation at **www.iporesults.com.hk** alternatively: **www.eipo.com.hk/eIPOAllotment**) with a "search by ID" function. The full list of (i) wholly or partially successful applicants using the **White Form eIPO** service and **HKSCC EIPO** channel, and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed on the "Allotment Results" page of the **White Form eIPO** service at **www.iporesults.com.hk** (alternatively: **www.eipo.com.hk/eIPOAllotment**).	24 hours, from 11:00 p.m. on Friday, March 27, 2026 to 12:00 midnight on Thursday, April 2, 2026 (Hong Kong time).

Platform		Date/Time
	The Stock Exchange's website at **www.hkexnews.hk** and our website at **www.diagens.com** which will provide links to the above mentioned websites of the H Share Registrar.	No later than 11:00 p.m. on Friday, March 27, 2026 (Hong Kong time).
Telephone.	+852 2862 8555 — the allocation results telephone enquiry line provided by the H Share Registrar.	Between 9:00 a.m. and 6:00 p.m., on Monday, March 30, 2026, Tuesday, March 31, 2026, Wednesday, April 1, 2026 and Thursday, April 2, 2026 (Hong Kong time).

For those applying through **HKSCC EIPO** channel, you may also check with your broker or custodian from 6:00 p.m. on Thursday, March 26, 2026 (Hong Kong time).

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Thursday, March 26, 2026 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

Allocation Announcement

We expect to announce the results of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on the Stock Exchange's website at **www.hkexnews.hk** and our website at **www.diagens.com** by no later than 11:00 p.m. on Monday, March 30, 2026 (Hong Kong time).

C. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG OFFER SHARES

You should note the following situations in which Hong Kong Offer Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

1. If your application is revoked:

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

2. If we or our agents exercise our discretion to reject your application:

We, the Sponsor-overall Coordinator, the H Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

3. If the allocation of Hong Kong Offer Shares is void:

The allocation of Hong Kong Offer Shares will be void if the Stock Exchange does not grant permission to list the H Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

4. If:

- you make multiple applications or suspected multiple applications. You may refer to the paragraph headed "— A. Application for Hong Kong Offer Shares — 5. Multiple Applications Prohibited" in this section on what constitutes multiple applications;
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated;
- we or the Sponsor-overall Coordinator believe that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations.

5. If there is money settlement failure for allotted H Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated bank before balloting. After balloting of Hong Kong Offer Shares, the Receiving Bank will collect the portion of these funds required to settle each HKSCC Participant's actual Hong Kong Offer Share allotment from their designated bank.

There is a risk of money settlement failure. In the extreme event of money settlement failure by a HKSCC Participant (or its designated bank), who is acting on your behalf in settling payment for your allotted H Shares, HKSCC will contact the defaulting HKSCC Participant and its designated bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the H Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares are not allocated to you due to the money settlement failure.

D. DISPATCH/COLLECTION OF H SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

You will receive one H Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made through the **HKSCC EIPO** channel where the H Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the H Shares. No receipt will be issued for sums paid on application.

H Share certificates will only become valid at 8:00 a.m. on the Listing Date, provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised. Investors who trade the H Shares on the basis of publicly available allocation details prior to the receipt of H Share certificates or prior to the H Share certificates becoming valid evidence of title do so entirely at their own risk.

The right is reserved to retain any H Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

The following sets out the relevant procedures and time:

	White Form eIPO service	HKSCC EIPO channel
Dispatch/collection of H Share certificate[1]		
For physical share certificates of 250,000 or more Offer Shares issued under your own name	Collection in person from the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.	H Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account.
	Time: from 9:00 a.m. to 1:00 p.m. on Monday, March 30, 2026 (Hong Kong time).	No action by you is required.
	If you are an individual, you must not authorize any other person to collect for you. If you are a corporate applicant, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation's chop.	
	Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar.	
	Note: If you do not collect your H Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.	
For physical share certificates of less than 250,000 Offer Shares issued under your own name	Your H Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk.	
	Date: Friday, March 27, 2026	
Refund mechanism for surplus application monies paid by you		
Date	Monday, March 30, 2026	Subject to the arrangement between you and your broker or custodian.
Responsible party	H Share Registrar.	Your broker or custodian.
Application monies paid through single bank account	**White Form e-Refund** payment instructions to your designated bank account.	Your broker or custodian will arrange refund to your designated bank account subject to the arrangement between you and it.
Application monies paid through multiple bank accounts	Refund cheque(s) will be dispatched to the address as specified in your application instructions by ordinary post at your own risk.	

1. Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or Extreme Conditions in the morning on Friday, March 27, 2026 rendering it impossible for the relevant H Share certificates to be dispatched to HKSCC in a timely manner, the Company shall procure the H Share Registrar to arrange for delivery of the supporting documents and H Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to "— E. Bad Weather Arrangements" in this section.

E. BAD WEATHER ARRANGEMENTS

The Opening and Closing of the Application Lists

The application lists will not open or close on Wednesday, March 25, 2026 if, there is/are:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- an "extreme conditions" announcement issued after a super typhoon ("**Extreme Conditions**"),

(collectively, "**Severe Weather Signals**"),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, March 25, 2026.

Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have **Severe** Weather Signals in force at any time between 9:00 a.m. and 12:00 noon.

Prospective investors should be aware that a postponement of the opening/closing of the application lists may result in a delay in the listing date. Should there be any changes to the dates mentioned in the section headed "Expected Timetable" in this prospectus, an announcement will be made and published on the Stock Exchange's website at **www.hkexnews.hk** and our website at **www.diagens.com** of the revised timetable.

If a **Severe** Weather Signal is hoisted on Friday, March 27, 2026, the H Share Registrar will make appropriate arrangements for the delivery of the H Share certificates to the HKSCC Depository's service counter so that they would be available for trading on Monday, March 30, 2026.

If a **Severe** Weather Signal is hoisted on Friday, March 27, 2026, for application of less than 1,000,000 Offer Shares, the despatch of physical H Share certificate(s) will be made by ordinary post when the post office re-opens after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Friday, March 27, 2026 or on Monday, March 30, 2026).

If a **Severe** Weather Signal is hoisted on Monday, March 30, 2026, for application of 1,000,000 Offer Shares or more issued under your name, physical H Share certificate(s) will be available for collection in person at the H Share Registrar's Office after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Monday, March 30, 2026 or on Tuesday, March 31, 2026).

Prospective investors should be aware that if they choose to receive physical H Share certificates issued in their own name, there may be a delay in receiving the H Share certificates.

F. ADMISSION OF THE H SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the H Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second settlement day after any trading day.

All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional adviser for details of the settlement arrangement as such arrangements may affect your rights and interests.

G. PERSONAL DATA

The following Personal Information Collection Statement applies to any personal data collected and held by our Company, the H Share Registrar, the receiving bank and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of our Company and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

2. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to our Company or its agents and the H Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the H Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of our Company or the H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of H Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform our Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

3. Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and **White Form** e-Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this prospectus and announcing results of allocation of Hong Kong Offer Shares;

- compliance with applicable laws and regulations in Hong Kong and elsewhere;

- registering new issues or transfers into or out of the names of the holders of the H Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of our Company;
- verifying identities of applicants for and holders of the H Shares and identifying any duplicate applications for the Shares;
- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the H Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and our subsidiaries;
- compiling statistical information and profiles of the holder of the H Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and the H Share Registrar to discharge their obligations to applicants and holders of the H Shares and/or regulators and/or any other purposes to which applicants and holders of the H Shares may from time to time agree.

4. Transfer of personal data

Personal data held by our Company and the H Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but our Company and the H Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our Company's appointed agents such as financial advisers, receiving bank and overseas principal share registrar;
- HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the H Share Registrar, in each case for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the H Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and
- any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

5. Retention of personal data

Our Company and the H Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

6. Access to and correction of personal data

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether our Company or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. Our Company and the H Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company and the H Share Registrar, at their registered address disclosed in the section headed "Corporate Information" in this prospectus or as notified from time to time, for the attention of our joint company secretaries, or the H Share Registrar for the attention of the privacy compliance officer.

The following is the text of a report received from our Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.

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ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF HANGZHOU DIAGENS BIOTECHNOLOGY CO., LTD. AND HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Hangzhou Diagens Biotechnology Co., Ltd. (the "Company") and its subsidiaries (together, the "Group") set out on pages I-3 to I-63, which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2023 and 2024 and the nine months ended 30 September 2025 (the "Relevant Periods"), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023 and 2024 and 30 September 2025 and material accounting policy information and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-3 to I-63 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 20 March 2026 (the "Prospectus") in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2023 and 2024 and 30 September 2025 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Review of interim comparative financial information

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the nine months ended 30 September 2024 and other explanatory information (the "Interim Comparative Financial Information"). The directors of the Company are responsible for the preparation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

Ernst & Young
Certified Public Accountants
Hong Kong
20 March 2026

I HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
REVENUE	*5*	52,844	70,352	19,588	111,616
Cost of sales		(15,349)	(24,291)	(11,192)	(26,947)
Gross profit		37,495	46,061	8,396	84,669
Other income and gains	*5*	6,036	10,006	7,240	13,633
Selling and distribution expenses		(21,912)	(24,950)	(18,436)	(19,339)
Administrative expenses		(29,927)	(25,618)	(17,447)	(40,444)
Research and development costs		(28,644)	(25,519)	(14,394)	(68,672)
Impairment losses on financial assets, net		(1,198)	(2,067)	(264)	(5,916)
Other expenses		(1,712)	(17)	(56)	(123)
Finance costs	*7*	(16,320)	(21,190)	(15,784)	(496)
Share of profits and losses of an associate		(2)	(95)	(94)	25
LOSS BEFORE TAX	*6*	(56,184)	(43,389)	(50,839)	(36,663)
Income tax credit	*10*	68	14	29	14
LOSS FOR THE YEAR/PERIOD		(56,116)	(43,375)	(50,810)	(36,649)
OTHER COMPREHENSIVE INCOME					
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:					
Financial assets at fair value through other comprehensive income:					
Changes in fair value		352	621	464	464
Income tax effect		(53)	(93)	(70)	(70)
		299	528	394	394
OTHER COMPREHENSIVE INCOME FOR THE YEAR/ PERIOD, NET OF TAX		299	528	394	394
TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD		(55,817)	(42,847)	(50,416)	(36,255)
Loss attributable to:					
Owners of the parent		(56,116)	(43,375)	(50,810)	(36,649)
Total comprehensive loss attributable to:					
Owners of the parent		(55,817)	(42,847)	(50,416)	(36,255)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT					
Basic and diluted	*12*	(0.74)	(0.55)	(0.64)	(0.46)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Property, plant and equipment	*13*	30,462	28,065	23,895
Right-of-use assets	*14(a)*	4,580	9,179	5,878
Intangible assets	*15*	1,625	1,100	1,825
Investment in an associate	*16*	42,998	42,903	42,928
Contract assets	*19*	–	41	161
Prepayments, other receivables and other assets	*20*	957	1,752	1,240
Long-term receivable	*21*	9,864	7,106	4,848
Total non-current assets		90,486	90,146	80,775
CURRENT ASSETS				
Inventories	*17*	27,060	22,862	22,803
Trade receivables	*18*	6,073	32,121	19,959
Contract assets	*19*	116	276	222
Prepayments, other receivables and other assets	*20*	12,643	6,806	39,486
Financial assets at fair value through profit or loss	*22*	39,991	16,500	19,000
Financial assets at fair value through other comprehensive income	*23*	20,352	20,973	21,437
Pledged deposits	*24*	185	1,660	792
Time deposits	*24*	3,765	4,026	–
Cash and cash equivalents	*24*	20,419	17,104	39,595
Total current assets		130,604	122,328	163,294
CURRENT LIABILITIES				
Trade and bills payables	*25*	3,241	7,427	9,464
Other payables and accruals	*26*	16,768	11,237	25,489
Interest-bearing bank loans	*27*	–	10,000	5,000
Lease liabilities	*14(b)*	3,391	2,843	2,116
Provision	*28*	294	344	900
Total current liabilities		23,694	31,851	42,969
NET CURRENT ASSETS		106,910	90,477	120,325
TOTAL ASSETS LESS CURRENT LIABILITIES		197,396	180,623	201,100
NON-CURRENT LIABILITIES				
Lease liabilities	*14(b)*	1,107	6,281	4,822
Deferred tax liabilities	*29*	81	160	216
Redemption liabilities on owners' capital	*30*	281,826	–	–
Total non-current liabilities		283,014	6,441	5,038
Net assets/(liabilities)		(85,618)	174,182	196,062
EQUITY				
Equity attributable to owners of the parent				
Paid-in capital/share capital	*31*	20,882	20,882	80,880
Reserves	*32*	(106,500)	153,300	115,182
Total equity/(deficit)		(85,618)	174,182	196,062

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Paid-in capital	Capital reserve*	Share-based payment reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Accumulated losses*	Total deficit
	RMB'000 (note 31)	*RMB'000 (note 32)*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2023						
At 1 January 2023	16,846	64,422	57,638	–	(172,584)	(33,678)
Loss for the year	–	–	–	–	(56,116)	(56,116)
Other comprehensive income for the year:						
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	–	–	–	299	–	299
Total comprehensive loss for the year	–	–	–	299	(56,116)	(55,817)
Capital contribution from shareholders	4,036	166,117	–	–	–	170,153
Share issue expenses	–	(3,717)	–	–	–	(3,717)
Recognition of redemption liabilities on owners' capital *(note 30)*	–	(169,000)	–	–	–	(169,000)
Share-based payment arrangements *(note 33)*	–	–	6,441	–	–	6,441
At 31 December 2023	20,882	57,822	64,079	299	(228,700)	(85,618)
Year ended 31 December 2024						
At 1 January 2024	20,882	57,822	64,079	299	(228,700)	(85,618)
Loss for the year	–	–	–	–	(43,375)	(43,375)
Other comprehensive income for the year:						
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	–	–	–	528	–	528
Total comprehensive loss for the year	–	–	–	528	(43,375)	(42,847)
Termination of redemption liabilities on owners' capital *(note 30)*	–	302,546	–	–	–	302,546
Share-based payment arrangements *(note 33)*	–	–	101	–	–	101
At 31 December 2024	20,882	360,368	64,180	827	(272,075)	174,182

	Share capital	Paid-in capital	Capital reserve*	Share-based payment reserve*	Fair value reserve of financial assets at fair value through other comprehensive income*	Accumulated losses*	Total equity
	RMB'000 (note 31)	*RMB'000 (note 31)*	*RMB'000 (note 32)*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Nine months ended 30 September 2025							
At 1 January 2025	–	20,882	360,368	64,180	827	(272,075)	174,182
Loss for the period	–	–	–	–	–	(36,649)	(36,649)
Other comprehensive income for the period:							
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax	–	–	–	–	394	–	394
Total comprehensive loss for the period	–	–	–	–	394	(36,649)	(36,255)
Conversion into a joint stock company	20,882	(20,882)	(140,535)	–	–	140,535	–
Capital contribution from shareholders	501	–	59,499	–	–	–	60,000
Share issue expenses	–	–	(1,900)	–	–	–	(1,900)
Capitalisation of capital reserve	59,497	–	(59,497)	–	–	–	–
Share-based payment arrangements *(note 33)*	–	–	–	35	–	–	35
At 30 September 2025	80,880	–	217,935	64,215	1,221	(168,189)	196,062

* These reserve accounts comprise the consolidated reserves of RMB(106,500,000), RMB153,300,000 and RMB115,182,000 in the consolidated statements of financial position as at 31 December 2023 and 2024 and 30 September 2025, respectively.

	Paid-in capital	Capital reserve	Share-based payment reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Accumulated losses	Total deficit
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Nine months ended 30 September 2024 (unaudited)						
At 1 January 2024	20,882	57,822	64,079	299	(228,700)	(85,618)
Loss for the period (unaudited)	–	–	–	–	(50,810)	(50,810)
Other comprehensive income for the period:						
Changes in fair value of financial assets at fair value through other comprehensive income, net of tax (unaudited)	–	–	–	394	–	394
Total comprehensive loss for the period (unaudited)	–	–	–	394	(50,810)	(50,416)
Share-based payment arrangements (unaudited)	–	–	84	–	–	84
At 30 September 2024 (unaudited)	20,882	57,822	64,163	693	(279,510)	(135,950)

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax		(56,184)	(43,389)	(50,839)	(36,663)
Adjustments for:					
Finance costs	7	16,320	21,190	15,784	496
Share of profits and losses of an associate		2	95	94	(25)
Bank interest income		(174)	(100)	(100)	–
Government grants		–	(1,519)	–	–
Investment income from financial assets at fair value through profit or loss		(1,104)	(329)	(309)	(251)
Loss/(gain) on disposal of items of property, plant and equipment, net		78	(175)	(177)	–
Gain on disposal of subsidiaries		–	–	–	(2,199)
Changes in fair value of financial assets at fair value through profit or loss		(191)	–	–	–
Loss/(gain) on termination of leases		(126)	–	–	25
Depreciation of property, plant and equipment	13	4,194	10,350	7,614	6,582
Depreciation of right-of-use assets	14(a)	2,791	2,752	2,128	2,013
Amortisation of intangible assets	15	525	525	394	485
Impairment losses on financial assets, net		1,198	2,067	264	5,916
Share-based payment expense		6,441	101	84	35
		(26,230)	(8,432)	(25,063)	(23,586)
Decrease/(increase) in inventories		(2,440)	4,198	(1,909)	(654)
Decrease/(increase) in trade receivables		(901)	(27,889)	(808)	7,802
Decrease/(increase) in contract assets		(116)	(201)	95	(66)
Decrease/(increase) in prepayments, other receivables and other assets		(3,026)	2,836	(3,341)	(33,675)
Decrease/(increase) in long-term receivable		(10,576)	2,512	2,611	2,679
Decrease/(increase) in pledged deposits		(1)	(1,475)	(399)	868
Increase/(decrease) in trade and bills payables		(278)	4,186	942	7,212
Increase/(decrease) in other payables and accruals		(3,948)	(5,531)	(1,901)	17,311
Increase in provision		121	50	(210)	556
Cash generated used in operations		(47,395)	(29,746)	(29,983)	(21,553)
Income tax paid		–	(31)	–	–
Net cash flows used in operating activities		(47,395)	(29,777)	(29,983)	(21,553)

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Net cash flows used in operating activities		(47,395)	(29,777)	(29,983)	(21,553)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of items of property, plant and equipment		(24,218)	(24,198)	(21,020)	(6,200)
Purchases of intangible assets		–	(1,052)	(494)	(132)
Proceeds from disposal of items of property, plant and equipment		–	244	244	–
Disposal of subsidiaries	*34*	–	–	–	(110)
Receipts of government grants for property, plant and equipment		–	18,250	–	–
Purchase of a shareholding in an associate		(43,000)	–	–	–
Purchases of financial assets at fair value through profit or loss		(39,800)	(16,500)	(1,500)	(28,000)
Proceeds from disposal of financial assets at fair value through profit or loss		10,022	40,320	37,000	25,751
Receipt of repayment from a third party		–	2,754	–	–
Placement of time deposits		(23,765)	(4,026)	(3,824)	–
Withdrawal of time deposits		3,706	3,865	3,865	4,026
Net cash flows from/(used in) investing activities		(117,055)	19,657	14,271	(4,665)
CASH FLOWS FROM FINANCING ACTIVITIES					
New bank loans		–	10,000	5,000	–
Repayment of bank loans		–	–	–	(5,000)
Capital contribution from shareholders		170,153	–	–	60,000
Share issue expenses		(3,717)	–	–	(1,900)
Payment for deferred listing expenses		–	–	–	(3,116)
Principal portion of lease payments		(2,199)	(2,725)	(2,231)	(869)
Interest paid		(255)	(470)	(244)	(406)
Net cash flows from financing activities		163,982	6,805	2,525	48,709
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(468)	(3,315)	(13,187)	22,491
Cash and cash equivalents at beginning of year/period		20,887	20,419	20,419	17,104
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD		20,419	17,104	7,232	39,595
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS					
Cash and bank balances	*24*	20,604	18,764	7,816	40,387
Pledged deposits for bills payable	*24*	–	(1,475)	(399)	(716)
Pledged deposits for letters of guarantee	*24*	(185)	(185)	(185)	(76)
Cash and cash equivalents as stated in the consolidated statements of financial position and the consolidated statements of cash flows		20,419	17,104	7,232	39,595

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS				
Property, plant and equipment	*13*	24,994	23,863	23,895
Right-of-use assets	*14(a)*	2,758	7,947	5,878
Intangible assets	*15*	1,625	1,100	1,825
Investments in subsidiaries	*41*	9,055	6,536	536
Investment in an associate	*16*	42,998	42,903	42,928
Contract assets	*19*	–	21	141
Prepayments, other receivables and other assets	*20*	779	1,583	1,240
Total non-current assets		82,209	83,953	76,443
CURRENT ASSETS				
Inventories	*17*	26,460	22,045	22,803
Trade receivables	*18*	24,886	51,804	34,796
Contract assets	*19*	75	276	222
Prepayments, other receivables and other assets	*20*	35,623	32,028	40,204
Financial assets at fair value through profit or loss	*22*	39,691	16,500	19,000
Financial assets at fair value through other comprehensive income	*23*	20,352	20,973	21,437
Pledged deposits	*24*	–	1,475	716
Cash and cash equivalents	*24*	19,730	13,993	39,563
Total current assets		166,817	159,094	178,741
CURRENT LIABILITIES				
Trade and bills payables	*25*	4,228	7,370	9,464
Other payables and accruals	*26*	15,292	12,255	34,668
Interest-bearing bank loans	*27*	–	10,000	5,000
Lease liabilities	*14(b)*	2,805	2,208	2,116
Provision	*28*	294	344	900
Total current liabilities		22,619	32,177	52,148
NET CURRENT ASSETS		144,198	126,917	126,593
TOTAL ASSETS LESS CURRENT LIABILITIES		226,407	210,870	203,036
NON-CURRENT LIABILITIES				
Lease liabilities	*14(b)*	–	5,808	4,822
Deferred tax liabilities	*29*	81	160	216
Redemption liabilities on owners' capital	*30*	281,826	–	–
Total non-current liabilities		281,907	5,968	5,038
Net assets/(liabilities)		(55,500)	204,902	197,998
EQUITY				
Paid-in capital/share capital	*31*	20,882	20,882	80,880
Reserves	*32*	(76,382)	184,020	117,118
Total equity/(deficit)		(55,500)	204,902	197,998

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

The Company is a limited liability company established in the People's Republic of China ("PRC") on 19 September 2016. The registered office of the Company is located at Room 101, Building 1, No. 609 Hongfeng Road, Donghu Sub-district, Linping District, Hangzhou, Zhejiang, PRC.

During the Relevant Periods, the Company and its subsidiaries were involved in the development and commercialisation of medical imaging artificial intelligence technologies and medical imaging equipment.

As at the date of this report, the Company had direct interest in its subsidiary, which is a private limited liability company, the particulars of which are set out below:

Name	Place and date of registration and place of operations	Nominal value of issued ordinary/ registered paid-in capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Hangzhou Devon Biotechnology Co., Ltd.* ("Hangzhou Devon") (杭州德運生物科技有限公司) *(note (a))*	PRC/Chinese mainland 19 June 2018	RMB500,000	100	–	Commercialisation of medical imaging equipment

On 28 March 2024, 3 April 2024 and 19 September 2024, the Company's subsidiaries Deshi Qiyuan (Jinyun) Biotechnology Co., Ltd. ("Deshi Jinyun"), Ningbo Nuode Biotechnology Co., Ltd. ("Ningbo Nuode") and Quzhou Deyou Chengyun Biotechnology Co., Ltd. ("Deyou Chengyun") were deregistered, respectively.

Note:

(a) The statutory financial statements of this entity for the years ended 31 December 2023 and 2024 prepared under PRC Generally Accepted Accounting Principles ("PRC GAAP") were audited by Zhejiang Convincing Certified Public Accountants Co., Ltd. (浙江信服會計師事務所), certified public accountants registered in the PRC.

* The English name of this entity registered in the PRC represent the best efforts made by the management of the Company to directly translate its Chinese name as it did not register any official English name.

The above table lists the subsidiary of the Company which, in the opinion of the directors, principally affected the results for the Relevant Periods or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) as issued by the HKICPA and accounting principles generally accepted in Hong Kong. All HKFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods and in the period covered by the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention, except for wealth management products and certain of the Group's time deposits which have been measured at fair value.

Basis of consolidation

The Historical Financial Information includes the financial statements of the Company and its subsidiaries for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting periods as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities and any non-controlling interest; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended HKFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information. The Group intends to apply these new and amended HKFRS Accounting Standards, if applicable, when they become effective.

HKFRS 18	*Presentation and Disclosure in Financial Statements*[2]
HKFRS 19 and its amendments	*Subsidiaries without Public Accountability: Disclosures*[2]
Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[1]
Amendments to HKFRS 9 and HKFRS 7	*Contracts Referencing Nature-dependent Electricity*[1]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKAS 21	*Translation to a Hyperinflationary Presentation Currency*[2]
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7[1]

[1] Effective for annual periods beginning on or after 1 January 2026

[2] Effective for annual/reporting periods beginning on or after 1 January 2027

[3] No mandatory effective date yet determined but available for adoption

Further information about these HKFRS Accounting Standards that are expected to be applicable to the Group is described below.

HKFRS 18 introduces new requirements for the presentation within the statement of profit or loss and other comprehensive income, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss and other comprehensive income into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements. The standard is not expected to have any significant impact on the Group's financial position and performance, except that the presentation of statement of profit or loss and other comprehensive income will be amended and additional disclosure will be included in the financial statements.

2.3 MATERIAL ACCOUNTING POLICY INFORMATION

Investment in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of the associate is included in the consolidated statement of profit or loss and other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Fair value measurement

The Group measures unlisted investments at the end of the reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of the reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of the reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

  (i) the entity and the Group are members of the same group;

  (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

  (iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Machinery and equipment	10% to 32%
Office equipment	19% to 32%
Motor vehicles	24%
Leasehold improvements	16% to 75%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Patents

Purchased patents are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 years.

Software

Purchased software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises and workshops	3 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented separately in the consolidated statement of financial position.

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of equipment, apartment and parking lot (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on an output basis and is included in revenue due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk of debt investments since origination, the allowance will be based on the lifetime ECL.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables and accruals, interest-bearing bank loans and redemption liabilities on owners' capital.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing bank loans are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Redemption liabilities on owners' capital

For the redeemable owners' capital issued by the Company as detailed in note 30, financial liabilities are recognised based on the net present value of the redemption amount and debited to equity. Changes in the net present value during the reporting period are recognised in profit or loss. When the redemption rights related to the redeemable owners' capital are terminated, redemption liabilities on owners' capital are extinguished and credited to equity.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

The Group provides for warranties in relation to the sale of certain products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Sale of medical imaging software and medical devices

Revenue from the sale of medical imaging software and medical devices is recognised at the point in time when control of the asset is transferred to the customer, generally on acceptance of the products.

(b) Technology licensing

The Group grants licences for medical imaging AI foundation models to customers. Revenue is recognised at the point in time when the customer can first use and benefit from the licence.

(c) Analysis and consulting services

Revenue from analysis and consulting services is recognised at the point in time when the service is provided and accepted by the customer.

(d) Others

Others mainly include revenue from the sale of reagents and consumables and maintenance services. Revenue is recognised at the point in time when control of the goods or services is transferred to the customers.

Revenue from other sources

Rental income is recognised based on the quantity of rental devices' outputs. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Share-based payments

The Company operates a share option scheme and a share award scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial lattice model, an equity allocation model, the back-solve method and the market approach-comparable multiple method, further details of which are given in note 33 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The employees of the Group's subsidiaries which operate in the Chinese mainland are required to participate in central pension schemes operated by the local municipal governments. The subsidiaries operating in the Chinese mainland are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profits will be available against which the losses and temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies. Further details are contained in note 29 to the Historical Financial Information.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the ageing periods of customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical expected default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information such as the debtors and the economic environment. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical credit loss rates are adjusted. At each reporting date, the historical credit loss rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical credit loss rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. Further details are contained in note 18 to the Historical Financial Information.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. At the end of each of the Relevant Periods, no indication of impairment for non-financial assets was identified by the Group.

Fair value measurement of share-based payments

The Group has share-based payment plans and granted equity interests to the Company's directors and the Group's employees. The fair value of the granted equity interests is determined using the binomial lattice model, the equity allocation model, the back-solve method and the market approach-comparable multiple method at the grant date. Significant estimates and assumptions, including expected volatility, risk-free interest rate and early exercise multiple, are made by the management. Further details are included in note 33 to the Historical Financial Information.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their services and products and only has one reportable operating segment. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

During the Relevant Periods, the Group operated within one geographical segment because all of the Group's revenue was generated from customers located in the Chinese mainland. All of the non-current assets of the Group were located in the Chinese mainland.

Information about major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue during the Relevant Periods and the nine months ended 30 September 2024 is set out below:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Customer F	11,839	N/A*	N/A*	N/A*
Customer G	5,531	N/A*	N/A*	N/A*
Customer A	N/A*	10,030	N/A*	N/A*
Customer B	N/A*	9,509	N/A*	N/A*
Customer J	N/A*	N/A*	N/A*	17,547
Customer K	N/A*	N/A*	N/A*	16,302
Customer L	N/A*	N/A*	N/A*	12,941

* Less than 10% of the Group's revenue

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Revenue from contracts with customers	51,342	69,319	18,928	111,375
Revenue from other sources				
Rental income from device operating leases	1,502	1,033	660	241
Total	52,844	70,352	19,588	111,616

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Types of goods or services				
Sale of medical imaging software and medical devices	43,900	40,838	12,770	48,678
Technology licensing	–	19,539	475	57,367
Analysis and consulting services	6,303	7,291	4,454	3,512
Others	1,139	1,651	1,229	1,818
Total	51,342	69,319	18,928	111,375
Geographical market				
Chinese mainland	51,342	69,319	18,928	111,375
Timing of revenue recognition				
Transferred at a point in time	51,342	69,319	18,928	111,375

The following table shows the amounts of revenue recognised during the Relevant Periods and the nine months ended 30 September 2024 that were included in the contract liabilities at the beginning of each of the Relevant Periods and recognised from performance obligations satisfied in previous periods:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:				
Sale of medical imaging software and medical devices	10,966	3,702	2,734	759

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of medical imaging software and medical devices

The performance obligation is satisfied upon acceptance of the products and payment is generally due within one month.

Technology licensing

The performance obligation is satisfied when the customer can first use and benefit from the licence and payment is generally due within twelve months or upon the effective date of the licence.

Analysis and consulting services

The performance obligation is satisfied when the service is provided and accepted by the customer and payment is generally due within one to three months.

Others

The performance obligation is satisfied when the goods or services are accepted by the customers and payment in advance is normally required.

All the contracts that are partially or fully unsatisfied are for periods of one year or less. As the Group applies the practical expedient in HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Other income				
Government grants*	3,629	8,500	6,026	10,431
Bank interest income	501	318	202	141
Investment income from financial assets at fair value through profit or loss	1,104	329	309	251
Interest income from a long-term receivable	–	447	348	280
Others	441	179	178	293
Total other income	5,675	9,773	7,063	11,396
Gains				
Gain on disposal of items of property, plant and equipment, net	–	175	177	–
Gain on termination of leases	126	–	–	–
Changes in fair value of financial assets at fair value through profit or loss	191	–	–	–
Foreign exchange gain, net	44	58	–	38
Gain on disposal of subsidiaries	–	–	–	2,199
Total gains	361	233	177	2,237
Total other income and gains	6,036	10,006	7,240	13,633

* The government grants mainly represent subsidies received from the local governments for the purpose of compensation for expenditure incurred for research and development activities, leases and leasehold improvements, and awards for operational performance.

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Cost of inventories sold		10,988	19,033	7,457	22,380
Cost of services provided		4,361	5,258	3,735	4,567
Depreciation of property, plant and equipment	*13*	4,194	10,350	7,614	6,582
Depreciation of right-of-use assets	*14(a)*	2,791	2,752	2,128	2,013
Amortisation of intangible assets*	*15*	525	525	394	485
Research and development costs		28,644	25,519	14,394	68,672
Lease payments not included in the measurement of lease liabilities	*14(c)*	827	135	135	–
Auditor's remuneration		68	38	38	239
Listing expenses		–	–	–	18,666
Employee benefit expense (excluding directors' and chief executive's remuneration *(note 8)*:					
Wages, salaries and bonuses		41,472	35,359	26,348	32,450
Share-based payment expense		6,433	101	84	35
Pension scheme contributions**		1,535	1,449	1,034	1,002
Staff welfare expenses		2,724	2,992	1,934	2,917
Total		52,164	39,901	29,400	36,404

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Impairment of trade receivables, net	18	485	1,841	39	4,005
Impairment of financial assets included in prepayments, other receivables and other assets, net		1	(20)	(18)	2,332
Impairment of long-term receivable, net	21	712	246	243	(421)
Product warranty provision: Additional provision	28	930	1,381	889	1,553
Government grants		(3,629)	(8,500)	(6,026)	(10,431)
Bank interest income		(501)	(318)	(202)	(141)
Investment income from financial assets at fair value through profit or loss		(1,104)	(329)	(309)	(251)
Interest income from a long-term receivable		–	(447)	(348)	(280)
Loss/(gain) on disposal of items of property, plant and equipment, net		78	(175)	(177)	–
Gain on disposal of subsidiaries		–	–	–	(2,199)
Loss/(gain) on termination of leases		(126)	–	–	25
Changes in fair value of financial assets at fair value through profit or loss		(191)	–	–	–
Foreign exchange differences, net		(44)	(58)	43	(38)

* The amortisation of intangible assets were included in "Research and development costs" and "Administrative expenses" in the consolidated statements of profit or loss and other comprehensive income.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Interest on bank loans	–	65	1	159
Interest on lease liabilities *(note 14(b))*	255	405	243	337
Interest on redemption liabilities on owners' capital *(note 30)*	16,065	20,720	15,540	–
Total	16,320	21,190	15,784	496

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the Relevant Periods and the nine months ended 30 September 2024 is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Fees	–	–	–	–
Other emoluments:				
Salaries, bonuses, allowances and benefits in kind	1,482	1,474	1,113	1,301
Share-based payment expense	8	–	–	–
Pension scheme contributions	6	8	6	11
Subtotal	1,496	1,482	1,119	1,312
Total	1,496	1,482	1,119	1,312

During the Relevant Periods, certain directors were granted options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 33 to the Historical Financial Information. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for the Relevant Periods and the nine months ended 30 September 2024 is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

Mr. CHA Yang, Ms. ZHANG Jing and Mr. WANG Kaifeng were appointed as independent non-executive directors of the Company on 25 June 2025.

There were no fees and other emoluments payable to the independent non-executive directors during the Relevant Periods and the nine months ended 30 September 2024.

(b) Executive directors, non-executive directors and the chief executive

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expense	Pension scheme contributions	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Year ended 31 December 2023				
Executive director:				
Dr. SONG Ning	1,206	–	6	1,212
Non-executive director:				
Dr. XU Chen	276	8	–	284
Total	1,482	8	6	1,496
Year ended 31 December 2024				
Executive director:				
Dr. SONG Ning	1,198	8	–	1,206
Non-executive director:				
Dr. XU Chen	276	–	–	276
Total	1,474	–	8	1,482

	Salaries, bonuses, allowances and benefits in kind	Share-based payment expense	Pension scheme contributions	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Nine months ended 30 September 2025				
Executive directors:				
Dr. SONG Ning	900	–	7	907
Mr. WENG Chih-Hsin	200	–	4	204
	1,100	–	11	1,111
Non-executive directors:				
Dr. XU Chen	201	–	–	201
Dr. WU Lingqian	–	–	–	–
Mr. YANG Zehao	–	–	–	–
	201	–	–	201
Total	1,301	–	11	1,312
Nine months ended 30 September 2024 (unaudited)				
Executive director:				
Dr. SONG Ning	906	–	6	912
Non-executive director:				
Dr. XU Chen	207	–	–	207
Total	1,113	–	6	1,119

Dr. SONG Ning acts as the chief executive of the Company.

Mr. WENG Chih-Hsin was appointed as an executive director of the Company on 25 April 2025. Dr. WU Lingqian and Mr. YANG Zehao were appointed as non-executive directors of the Company on 25 April 2025.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods and the nine months ended 30 September 2024.

During the Relevant Periods and the nine months ended 30 September 2024, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods and the nine months ended 30 September 2024 included one, one, one and one director, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining four, four, four and four highest paid employees who are not a director of the Company during the Relevant Periods and the nine months ended 30 September 2024 are as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Salaries, bonuses, allowances and benefits in kind	1,976	2,440	1,886	2,432
Share-based payment expense	2,772	7	5	–
Pension scheme contributions	27	44	31	43
Total	4,775	2,491	1,922	2,475

The numbers of non-director highest paid employees whose remuneration fell within the following bands are as follows:

	Number of employees			
	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
			(unaudited)	
Nil to HK$1,000,000	–	3	4	4
HK$1,000,001 to HK$1,500,000	3	1	–	–
HK$1,500,001 to HK$2,000,000	1	–	–	–
Total	4	4	4	4

During the Relevant Periods, options and shares were granted to certain non-director and non-chief executive highest paid employees, in respect of their services to the Group, further details of which are set out in note 33 to the Historical Financial Information. The fair values of such options and shares, which have been recognised in profit or loss over the vesting period, were determined as at the date of grant and the amounts included in the Historical Financial Information for the Relevant Periods and the nine months ended 30 September 2024 are included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

10. INCOME TAX

Pursuant to the Corporate Income Tax Law of the PRC and the respective regulations, preferential tax treatment is available to the Company since it was recognised as a High and New Technology Enterprise and was entitled to a preferential tax rate of 15% during the Relevant Periods.

Pursuant to the Corporate Income Tax of the PRC and the respective regulations, the Company's subsidiaries, Hangzhou Devon, Deshi Jinyun, Deshi Hongyuan (Tianjin) Biotechnology Co. Ltd. ("Deshi Hongyuan") and Deyou Chengyun were qualified as small and micro enterprises during the Relevant Periods and were entitled to a preferential income tax rate of 5% for the first RMB3,000,000 of assessable profits. Other subsidiaries that operate in the Chinese mainland are subject to tax at the statutory rate of 25% on the taxable profits.

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Current – Charge for the year/period	–	–	–	–
Deferred tax *(note 29)*	(68)	(14)	(29)	(14)
Total tax credit for the year/period	(68)	(14)	(29)	(14)

A reconciliation of the tax credit applicable to loss before tax at the statutory tax rate to the tax credit at the effective tax rate is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Loss before tax	(56,184)	(43,389)	(50,839)	(36,663)
Tax at the statutory tax rate of 25% in the Chinese mainland	(14,046)	(10,847)	(12,710)	(9,166)
Preferential tax rates enacted by local authority	4,779	3,879	4,740	3,668
Additional deductible allowance for research and development costs	(3,744)	(2,618)	(1,764)	(2,239)
Expenses not deductible for tax	2,799	3,339	2,519	143
Tax losses not recognised	9,558	3,625	6,727	9,212
Temporary differences not recognised	732	2,608	459	(1,632)
Tax losses utilised from previous periods	(146)	–	–	–
Tax credit at the Group's effective rate	(68)	(14)	(29)	(14)

11. DIVIDENDS

No dividend has been declared or paid by the Company during the Relevant Periods and the nine months ended 30 September 2024.

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

In May 2025, the Company was converted into a joint stock limited liability company and a total of 20,882,226 ordinary shares with a par value of RMB1.00 each were issued and allotted to the respective shareholders of the Company according to the paid-in capital registered in the name of the then shareholders. The conversion to ordinary shares with a par value of RMB1.00 each was applied retrospectively for the years ended 31 December 2023 and 2024 and the nine months ended 30 September 2024 for the purpose of computation of basic loss per share.

The calculation of the basic loss per share amounts is based on the loss attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 76,177,141, 78,984,373, 79,727,348 and 78,984,373 outstanding during the Relevant Periods and the nine months ended 30 September 2024, respectively, assuming the capitalisation of capital reserve had been completed on 1 January 2023, as further detailed in note 31 to the Historical Financial Information.

No adjustment has been made to the basic loss per share amounts presented for the Relevant Periods and the nine months ended 30 September 2024 in respect of a dilution as the impact of the redemption liabilities on owners' capital outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

13. PROPERTY, PLANT AND EQUIPMENT

The Group

	Machinery and equipment	Office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023					
At 1 January 2023:					
Cost	12,458	1,664	1,809	977	16,908
Accumulated depreciation	(3,885)	(1,022)	(1,718)	–	(6,625)
Net carrying amount	8,573	642	91	977	10,283
At 1 January 2023, net of accumulated depreciation	8,573	642	91	977	10,283
Additions	6,456	2,210	–	15,785	24,451
Disposals	(58)	(20)	–	–	(78)
Depreciation provided during the year *(note 6)*	(2,736)	(463)	–	(995)	(4,194)
At 31 December 2023, net of accumulated depreciation	12,235	2,369	91	15,767	30,462
At 31 December 2023:					
Cost	18,704	3,831	1,809	16,762	41,106
Accumulated depreciation	(6,469)	(1,462)	(1,718)	(995)	(10,644)
Net carrying amount	12,235	2,369	91	15,767	30,462

	Machinery and equipment	Office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024					
At 1 January 2024:					
Cost	18,704	3,831	1,809	16,762	41,106
Accumulated depreciation	(6,469)	(1,462)	(1,718)	(995)	(10,644)
Net carrying amount	12,235	2,369	91	15,767	30,462
At 1 January 2024, net of accumulated depreciation	12,235	2,369	91	15,767	30,462
Additions	8,181	591	–	15,981	24,753
Disposals	(2)	–	(67)	–	(69)
Government grants deduction	–	–	–	(16,731)	(16,731)
Depreciation provided during the year *(note 6)*	(3,746)	(819)	–	(5,785)	(10,350)
At 31 December 2024, net of accumulated depreciation	16,668	2,141	24	9,232	28,065
At 31 December 2024:					
Cost	26,880	4,422	488	16,012	47,802
Accumulated depreciation	(10,212)	(2,281)	(464)	(6,780)	(19,737)
Net carrying amount	16,668	2,141	24	9,232	28,065
30 September 2025					
At 1 January 2025:					
Cost	26,880	4,422	488	16,012	47,802
Accumulated depreciation	(10,212)	(2,281)	(464)	(6,780)	(19,737)
Net carrying amount	16,668	2,141	24	9,232	28,065
At 1 January 2025, net of accumulated depreciation	16,668	2,141	24	9,232	28,065
Additions	3,403	69	–	2,587	6,059
Disposal of subsidiaries	(3,330)	(58)	–	(259)	(3,647)
Depreciation provided during the period *(note 6)*	(2,985)	(610)	–	(2,987)	(6,582)
At 30 September 2025, net of accumulated depreciation	13,756	1,542	24	8,573	23,895
At 30 September 2025:					
Cost	24,038	4,301	488	16,947	45,774
Accumulated depreciation	(10,282)	(2,759)	(464)	(8,374)	(21,879)
Net carrying amount	13,756	1,542	24	8,573	23,895

The Company

	Machinery and equipment	Office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2023					
At 1 January 2023:					
Cost	7,880	1,547	488	–	9,915
Accumulated depreciation	(3,504)	(980)	(464)	–	(4,948)
Net carrying amount	4,376	567	24	–	4,967
At 1 January 2023, net of accumulated depreciation	4,376	567	24	–	4,967
Additions	4,829	2,138	–	15,407	22,374
Disposals	(58)	(20)	–	–	(78)
Depreciation provided during the year	(1,830)	(439)	–	–	(2,269)
At 31 December 2023, net of accumulated depreciation	7,317	2,246	24	15,407	24,994
At 31 December 2023:					
Cost	12,499	3,642	488	15,407	32,036
Accumulated depreciation	(5,182)	(1,396)	(464)	–	(7,042)
Net carrying amount	7,317	2,246	24	15,407	24,994

	Machinery and equipment	Office equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
31 December 2024					
At 1 January 2024:					
Cost	12,499	3,642	488	15,407	32,036
Accumulated depreciation	(5,182)	(1,396)	(464)	–	(7,042)
Net carrying amount	7,317	2,246	24	15,407	24,994
At 1 January 2024, net of accumulated depreciation	7,317	2,246	24	15,407	24,994
Additions	8,141	590	–	15,709	24,440
Disposals	(2)	–	–	–	(2)
Government grants deduction	–	–	–	(16,731)	(16,731)
Depreciation provided during the year	(2,595)	(773)	–	(5,470)	(8,838)
At 31 December 2024, net of accumulated depreciation	12,861	2,063	24	8,915	23,863
At 31 December 2024:					
Cost	20,635	4,232	488	14,385	39,740
Accumulated depreciation	(7,774)	(2,169)	(464)	(5,470)	(15,877)
Net carrying amount	12,861	2,063	24	8,915	23,863
30 September 2025					
At 1 January 2025:					
Cost	20,635	4,232	488	14,385	39,740
Accumulated depreciation	(7,774)	(2,169)	(464)	(5,470)	(15,877)
Net carrying amount	12,861	2,063	24	8,915	23,863
At 1 January 2025, net of accumulated depreciation	12,861	2,063	24	8,915	23,863
Additions	3,403	69	–	2,562	6,034
Depreciation provided during the period	(2,508)	(590)	–	(2,904)	(6,002)
At 30 September 2025, net of accumulated depreciation	13,756	1,542	24	8,573	23,895
At 30 September 2025:					
Cost	24,038	4,301	488	16,947	45,774
Accumulated depreciation	(10,282)	(2,759)	(464)	(8,374)	(21,879)
Net carrying amount	13,756	1,542	24	8,573	23,895

14. LEASES

The Group as a lessee

The Group has lease contracts for office premises and workshops used in its operations. Leases of office premises and workshops have lease terms between 3 and 6 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the Relevant Periods are as follows:

	Office premises and workshops
	RMB'000
As at 1 January 2023	8,803
Additions	1,017
Depreciation charge *(note 6)*	(2,791)
Reduction as a result of termination of leases	(2,449)
As at 31 December 2023 and 1 January 2024	4,580
Additions	3,381
Depreciation charge *(note 6)*	(2,752)
Reassessment as a result of lease modifications	3,970
As at 31 December 2024 and 1 January 2025	9,179
Additions	3,568
Depreciation charge *(note 6)*	(2,013)
Disposal of subsidiaries	(981)
Reduction as a result of termination of leases	(3,875)
As at 30 September 2025	5,878

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Carrying amount at beginning of year/period	8,255	4,498	9,124
New leases	1,017	3,381	3,568
Accretion of interest recognised during the year/period *(note 7)*	255	405	337
Reduction as a result of termination of leases	(2,575)	–	(3,850)
Reassessment as a result of lease modifications	–	3,970	–
Payments	(2,454)	(3,130)	(1,116)
Disposal of subsidiaries	–	–	(1,125)
Carrying amount at end of year/period	4,498	9,124	6,938
Analysed into:			
Current portion	3,391	2,843	2,116
Non-current portion	1,107	6,281	4,822

The maturity analysis of lease liabilities is disclosed in note 40 to the Historical Financial Information.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Interest on lease liabilities	255	405	243	337
Depreciation charge of right-of-use assets	2,791	2,752	2,128	2,013
Loss/(gain) on termination of leases	126	–	–	(25)
Expense relating to short-term leases (included in administrative expenses)	827	135	135	–
Total amount recognised in profit or loss	3,999	3,292	2,506	2,325

(d) The total cash outflow for leases is disclosed in note 35(b) to the Historical Financial Information.

The Company as a lessee

The Company has lease contracts for office premises and workshops used in its operations. Leases of office premises and workshops generally have lease terms between 3 and 6 years. Generally, the Company is restricted from assigning and subleasing the leased assets outside the Company.

(a) Right-of-use assets

The carrying amounts of the Company's right-of-use assets and the movements during the Relevant Periods are as follows:

	Office premises and workshops
	RMB'000
As at 1 January 2023	4,597
Depreciation charge	(1,839)
As at 31 December 2023 and 1 January 2024	2,758
Additions	3,381
Depreciation charge	(2,162)
Reassessment as a result of lease modifications	3,970
As at 31 December 2024 and 1 January 2025	7,947
Additions	3,568
Depreciation charge	(1,762)
Reduction as a result of termination of leases	(3,875)
As at 30 September 2025	5,878

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Carrying amount at beginning of year/period	3,955	2,805	8,016
New leases	–	3,381	3,568
Accretion of interest recognised during the year/period	143	341	320
Reassessment as a result of lease modifications	–	3,970	–
Reduction as a result of termination of leases	–	–	(3,850)
Payments	(1,293)	(2,481)	(1,116)
Carrying amount at end of year/period	2,805	8,016	6,938
Analysed into:			
Current portion	2,805	2,208	2,116
Non-current portion	–	5,808	4,822

The maturity analysis of lease liabilities is disclosed in note 40 to the Historical Financial Information.

15. INTANGIBLE ASSETS

The Group and the Company

	Patents
	RMB'000
31 December 2023	
Cost at 1 January 2023, net of accumulated amortisation	2,150
Amortisation provided during the year *(note 6)*	(525)
At 31 December 2023, net of accumulated amortisation	1,625
At 31 December 2023:	
Cost	5,250
Accumulated amortisation	(3,625)
Net carrying amount	1,625
31 December 2024	
Cost at 1 January 2024, net of accumulated amortisation	1,625
Amortisation provided during the year *(note 6)*	(525)
At 31 December 2024, net of accumulated amortisation	1,100
At 31 December 2024:	
Cost	5,250
Accumulated amortisation	(4,150)
Net carrying amount	1,100

	Patents	Software	Total
	RMB'000	*RMB'000*	*RMB'000*
30 September 2025			
Cost at 1 January 2025, net of accumulated amortisation	1,100	–	1,100
Additions	–	1,210	1,210
Amortisation provided during the period *(note 6)*	(394)	(91)	(485)
At 30 September 2025, net of accumulated amortisation	706	1,119	1,825
At 30 September 2025:			
Cost	5,250	1,210	6,460
Accumulated amortisation	(4,544)	(91)	(4,635)
Net carrying amount	706	1,119	1,825

16. INVESTMENT IN AN ASSOCIATE

The Group and the Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Share of net assets	42,998	42,903	42,928

Particulars of the associate are as follows:

Name	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
Qingdao Yunshen Enterprise Management Partnership (Limited Partnership) ("Qingdao Yunshen")	PRC/Chinese mainland	19.54	Investment

The above investment is directly held by the Company.

Qingdao Yunshen is accounted for as an associate considering that the Company has significant influence over Qingdao Yunshen which is the power to participate in the financial and operating policy decisions, including participation in decisions about distributions and investment projects.

The following table illustrates the aggregate financial information of the associate that is not individually material:

	31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Share of the associate's profit/(loss) for the year/period	(2)	(95)	25
Share of the associate's total comprehensive income/(loss)	(2)	(95)	25
Aggregate carrying amount of the investment in the associate	42,998	42,903	42,928

17. INVENTORIES

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Raw materials	10,126	9,289	9,055
Work in progress	1,982	546	2,282
Finished goods	14,952	13,027	11,466
Total	27,060	22,862	22,803

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Raw materials	9,917	8,938	9,055
Work in progress	1,507	–	2,282
Finished goods	15,036	13,107	11,466
Total	26,460	22,045	22,803

18. TRADE RECEIVABLES

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables	8,452	36,341	28,148
Impairment	(2,379)	(4,220)	(8,189)
Net carrying amount	6,073	32,121	19,959

The Group's trading terms with its customers are mainly on credit. The credit period is generally one to twelve months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 3 months	5,426	30,872	14,135
3 to 6 months	240	785	3,626
6 to 12 months	279	452	2,189
1 to 2 years	128	12	9
Total	6,073	32,121	19,959

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of year/period	1,911	2,379	4,220
Impairment losses, net *(note 6)*	485	1,841	4,005
Amount written off as uncollectible	(17)	–	–
Disposal of subsidiaries	–	–	(36)
At end of year/period	2,379	4,220	8,189

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing period for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	4.05%	17.81%	32.93%	87.35%	100.00%	28.15%
Gross carrying amount (RMB'000)	5,655	292	416	1,012	1,077	8,452
Expected credit losses (RMB'000)	229	52	137	884	1,077	2,379

As at 31 December 2024

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	4.20%	24.88%	54.89%	85.37%	100.00%	11.61%
Gross carrying amount (RMB'000)	32,224	1,045	1,002	82	1,988	36,341
Expected credit losses (RMB'000)	1,352	260	550	70	1,988	4,220

As at 30 September 2025

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	3.04%	10.58%	36.92%	99.07%	100.00%	29.09%
Gross carrying amount (RMB'000)	14,578	4,055	3,470	969	5,076	28,148
Expected credit losses (RMB'000)	443	429	1,281	960	5,076	8,189

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables	27,160	55,503	42,776
Impairment	(2,274)	(3,699)	(7,980)
Net carrying amount	24,886	51,804	34,796

Included in the Company's trade receivables were amounts due from subsidiaries of RMB23,898,000, RMB23,560,000 and RMB18,244,000 at the end of each of the Relevant Periods (note 37(c)).

An ageing analysis of the trade receivables as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 3 months	2,420	28,200	11,210
3 to 6 months	2,351	1,464	3,626
6 to 12 months	1,048	7,777	2,189
1 to 2 years	5,636	4,169	8,331
Over 2 years	13,431	10,194	9,440
Total	24,886	51,804	34,796

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of year/period	2,607	2,274	3,699
Impairment losses, net	(316)	1,425	4,281
Amount written off as uncollectible	(17)	–	–
At end of year/period	2,274	3,699	7,980

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing period for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Company's trade receivables using a provision matrix:

As at 31 December 2023

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	3.35%	5.24%	5.59%	7.07%	10.46%	8.37%
Gross carrying amount (RMB'000)	2,504	2,481	1,110	6,065	15,000	27,160
Expected credit losses (RMB'000)	84	130	62	429	1,569	2,274

As at 31 December 2024

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	4.07%	15.42%	5.64%	4.07%	13.53%	6.66%
Gross carrying amount (RMB'000)	29,395	1,731	8,242	4,346	11,789	55,503
Expected credit losses (RMB'000)	1,195	267	465	177	1,595	3,699

As at 30 September 2025

	Within 3 months	3 to 6 months	6 to 12 months	1 to 2 years	Over 2 years	Total
Expected credit loss rate	3.52%	10.58%	36.92%	12.46%	33.12%	18.66%
Gross carrying amount (RMB'000)	11,619	4,055	3,470	9,517	14,115	42,776
Expected credit losses (RMB'000)	409	429	1,281	1,186	4,675	7,980

19. CONTRACT ASSETS

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Contract assets arising from:			
Sale of medical imaging software and medical devices	116	317	383

Contract assets represent retention receivables in relation to the sale of medical imaging software and medical devices. Upon expiration of the warranty, the amounts recognised as contract assets are reclassified to trade receivables. The increase in contract assets was the result of the increase in the ongoing sale of medical imaging software and medical devices at the end of each of the Relevant Periods.

The expected timing of recovery or settlement for contract assets as at the end of each of the Relevant Periods is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within one year	116	276	222
After one year	–	41	161
Total contract assets	116	317	383

An impairment analysis is performed at the end of each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on ageing of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each reporting date about past events, current conditions and forecasts of future economic conditions. As at the end of each of the Relevant Periods, the loss allowance was assessed to be minimal.

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Contract assets arising from:			
Sale of medical imaging software and medical devices	75	297	363

Contract assets represent retention receivables in relation to the sale of medical imaging software and medical devices. Upon expiration of the warranty, the amounts recognised as contract assets are reclassified to trade receivables. The increase in contract assets was the result of the increase in the ongoing sale of medical imaging software and medical devices at the end of each of the Relevant Periods.

The expected timing of recovery or settlement for contract assets as at the end of each of the Relevant Periods is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within one year	75	276	222
After one year	–	21	141
Total contract assets	75	297	363

An impairment analysis is performed at the end of each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on ageing of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each reporting date about past events, current conditions and forecasts of future economic conditions. As at the end of each of the Relevant Periods, the loss allowance was assessed to be minimal.

20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Non-current:			
Deposits and other receivables	392	692	3,419
Prepayments for property, plant and equipment and intangible assets	568	1,065	154
	960	1,757	3,573
Impairment allowance	(3)	(5)	(2,333)
Total	957	1,752	1,240
Current:			
Other receivables	3,981	119	879
Prepayments	2,522	2,596	29,903
Prepaid expenses	1,039	349	967
Deductible input value-added tax	5,124	3,712	2,642
Deferred listing expenses	–	–	5,100
Prepaid income tax	–	31	–
	12,666	6,807	39,491
Impairment allowance	(23)	(1)	(5)
Total	12,643	6,806	39,486

For the financial assets included in the above balances, an impairment analysis is performed at each reporting date by considering the probability of default. As at the end of each of the Relevant Periods, the probability of default applied ranged from 1.17% to 1.59%, 1.33% to 1.50% and 1.33% to 1.50%, respectively, and the loss given default was estimated to be 40.00%, 40.00% and 40.00%, respectively. As at 30 September 2025, for certain financial assets whose credit exposures has a significant increase, the expected credit losses are estimated by applying a loss rate approach with reference to the historical credit loss of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Included in the Group's prepayments, other receivables and other assets were other receivables from related parties of nil, RMB108,000 and RMB226,000 and prepaid expenses to related parties of nil, RMB38,000 and nil at the end of each of the Relevant Periods (note 37(c)).

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Non-current:			
Deposits and other receivables	213	522	3,419
Prepayments for property, plant and equipment and intangible assets	568	1,065	154
	781	1,587	3,573
Impairment allowance	(2)	(4)	(2,333)
Total	779	1,583	1,240
Current:			
Other receivables	28,425	26,581	1,669
Prepayments	2,491	2,588	29,902
Deferred listing expenses	–	–	5,100
Prepaid expenses	704	349	944
Deductible input value-added tax	4,023	2,510	2,594
	35,643	32,028	40,209
Impairment allowance	(20)	–	(5)
Total	35,623	32,028	40,204

For the financial assets included in the above balances, an impairment analysis is performed at each reporting date by considering the probability of default. As at the end of each of the Relevant Periods, the probability of default applied ranged from 1.17% to 1.59%, 1.33% to 1.50% and 1.33% to 1.50%, respectively, and the loss given default was estimated to be 40.00%, 40.00% and 40.00%, respectively. As at 30 September 2025, for certain financial assets whose credit exposures has a significant increase, the expected credit losses are estimated by applying a loss rate approach with reference to the historical credit loss of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Included in the Company's prepayments, other receivables and other assets were other receivables from related parties of RMB24,759,000, RMB26,576,000 and RMB1,039,000 and prepaid expenses to related parties of nil, RMB38,000 and nil at the end of each of the Relevant Periods (note 37(c)).

21. LONG-TERM RECEIVABLE

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Long-term receivable	10,576	8,064	5,385
Impairment	(712)	(958)	(537)
Net carrying amount	9,864	7,106	4,848

Long-term receivable represents an amount receivable in relation to the sale of medical imaging software and medical devices. A contract between the Group and a customer contains a financing component which provides the customer with a significant benefit of financing the transfer of goods to the customer for more than one year. Revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception.

The movements in the loss allowance for impairment of long-term receivable are as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
At beginning of year/period	–	712	958
Impairment losses, net *(note 6)*	712	246	(421)
At end of year/period	712	958	537

An impairment analysis is performed at the end of each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the long-term receivable are based on those of the trade receivables as the long-term receivable and the trade receivables are from the same customer bases. The provision rates of long-term receivable are based on ageing of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of each reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's long-term receivable using a provision matrix:

	As at 31 December		As at 30 September
	2023	2024	2025
Expected credit loss rate	6.73%	11.88%	9.97%
Gross carrying amount (RMB'000)	10,576	8,064	5,385
Expected credit losses (RMB'000)	712	958	537

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Unlisted investments, at fair value	39,991	16,500	19,000

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Unlisted investments, at fair value	39,691	16,500	19,000

The unlisted investments were wealth management products issued by banks in the Chinese mainland, having a maturity period of three months or less. The fair values of the financial assets approximate to their costs plus expected interest. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Group and the Company

Financial assets at fair value through other comprehensive income was time deposit that was held under the "hold to collect and sell" business model. The fair value of the financial asset approximates to its cost plus expected interest.

24. CASH AND CASH EQUIVALENTS, PLEDGED DEPOSITS AND TIME DEPOSITS

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	20,604	18,764	40,387
Time deposits	24,117	24,999	21,437
Subtotal	44,721	43,763	61,824
Less:			
Pledged deposits for bills payable	–	(1,475)	(716)
Pledged deposits for letters of guarantee	(185)	(185)	(76)
Time deposits	(24,117)	(24,999)	(21,437)
Cash and cash equivalents	20,419	17,104	39,595
Denominated in RMB	20,419	17,104	39,595

As at the end of each of the Relevant Periods, time deposits of RMB20,352,000, RMB20,973,000 and 21,437,000 were denominated in RMB, and time deposits of RMB3,765,000, RMB4,026,000 and nil were denominated in United States dollars.

The RMB is not freely convertible into other currencies, however, under the Chinese mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between three months and six months depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Cash and bank balances	19,730	15,468	40,279
Time deposits	20,352	20,973	21,437
Subtotal	40,082	36,441	61,716
Less:			
Pledged deposits for bills payable	–	(1,475)	(716)
Time deposits	(20,352)	(20,973)	(21,437)
Cash and cash equivalents	19,730	13,993	39,563
Denominated in RMB	19,730	13,993	39,563

Time deposits were denominated in RMB as at the end of each of the Relevant Periods.

The RMB is not freely convertible into other currencies, however, under the Chinese mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between three months and six months depending on the immediate cash requirements of the Company, and earn interest at the respective time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

25. TRADE AND BILLS PAYABLES

The Group

An ageing analysis of the trade and bills payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 1 month	1,174	2,906	3,269
1 to 2 months	1,608	2,257	1,067
2 to 3 months	189	1,126	3,188
3 to 6 months	224	300	1,590
Over 6 months	46	838	350
Total	3,241	7,427	9,464

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 60 days.

As at 31 December 2024 and 30 September 2025, the Group's bills payable were secured by certain of the Group's deposits amounting to RMB1,475,000 and RMB716,000, respectively (note 24).

The Company

An ageing analysis of the trade and bills payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Within 1 month	1,268	2,881	3,269
1 to 2 months	1,722	2,252	1,067
2 to 3 months	343	1,126	3,188
3 to 6 months	608	300	1,590
Over 6 months	287	811	350
Total	4,228	7,370	9,464

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 60 days.

As at 30 September 2025, the Company's bills payable were secured by certain of the Company's deposits amounting to RMB1,475,000 and RMB716,000, respectively (note 24).

Included in the Company's trade and bills payables were amounts due to subsidiaries of RMB1,053,000, nil and nil at the end of each of the Relevant Periods (note 37(c)).

26. OTHER PAYABLES AND ACCRUALS

The Group

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000*
Payroll payable		9,125	5,844	6,941
Contract liabilities	*(a)*	3,702	990	985
Refund liabilities		150	324	315
Other payables	*(b)*	1,853	3,428	5,491
Accrued listing expenses		–	–	11,289
Taxes payable other than corporate income tax		1,938	651	468
Total		16,768	11,237	25,489

Notes:

(a) Details of contract liabilities are as follows:

	1 January	31 December	31 December	30 September
	2023	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Short-term advances received from customers				
Sale of medical imaging software and medical devices	10,966	3,702	990	985

Contract liabilities include short-term advances received to deliver products. The decrease in contract liabilities as of 31 December 2023 and 2024 and 30 September 2025 was mainly due to the decrease in short-term advances received from customers in relation to the sale of medical imaging software and medical devices.

(b) Other payables are non-interest-bearing and repayable on demand.

The Company

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000*
Payroll payable		8,567	5,371	6,905
Contract liabilities	*(a)*	3,702	990	985
Refund liabilities		150	324	315
Other payables	*(b)*	1,837	4,927	14,706
Accrued listing expenses		–	–	11,289
Taxes payable other than corporate income tax		1,036	643	468
Total		15,292	12,255	34,668

Included in the Company's other payables were amounts due to subsidiaries of nil, RMB1,509,000 and RMB9,208,000 at the end of each of the Relevant Periods (note 37(c)).

Notes:

(a) Details of contract liabilities are as follows:

	1 January 2023	31 December 2023	31 December 2024	30 September 2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Short-term advances received from customers				
Sale of medical imaging software and medical devices	10,966	3,702	990	985

Contract liabilities include short-term advances received to deliver products. The decrease in contract liabilities as of 31 December 2023 and 2024 and 30 September 2025 was mainly due to the decrease in short-term advances received from customers in relation to the sale of medical imaging software and medical devices.

(b) Other payables are non-interest-bearing and repayable on demand.

27. INTEREST-BEARING BANK LOANS

The Group and the Company

	As at 31 December 2024		
	Effective interest rate (%)	Maturity	RMB'000
Bank loans – secured	2.9-3.0	2025	10,000
Analysed into:			
Bank loans repayable:			
Within one year			10,000

	As at 30 September 2025		
	Effective interest rate (%)	Maturity	RMB'000
Bank loans – unsecured	3.0	2025	5,000
Analysed into:			
Bank loans repayable:			
Within one year			5,000

Notes:

(a) The Company's executive director, Dr. SONG Ning, guaranteed the bank loans as at 31 December 2024 (note 37(b)) and such guarantee was released as at 30 September 2025.

(b) Bank loans are denominated in RMB.

28. PROVISION

The Group and the Company

	Warranties	Labour arbitration	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	173	–	173
Additional provision	930	–	930
Amounts utilised during the year	(809)	–	(809)
At 31 December 2023 and 1 January 2024	294	–	294
Additional provision	1,381	–	1,381
Amounts utilised during the year	(1,331)	–	(1,331)
At 31 December 2024 and 1 January 2025	344	–	344
Additional provision	1,553	98	1,651
Amounts utilised during the period	(997)	(98)	(1,095)
At 30 September 2025	900	–	900

The Group provides one-year to eight-year warranties to its customers on certain of its products for general repairs of defects occurring during the warranty period. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

29. DEFERRED TAX

The Group

The movements in deferred tax liabilities and assets during the Relevant Periods are as follows:

Deferred tax liabilities

	Fair value adjustments arising from financial assets at fair value through profit or loss and other comprehensive income	Right-of-use assets	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	–	690	690
Deferred tax charged to other comprehensive income during the year	53	–	53
Deferred tax charged/(credited) to profit or loss during the year *(note 10)*	28	(276)	(248)
At 31 December 2023 and 1 January 2024	81	414	495
Deferred tax charged to other comprehensive income during the year	93	–	93
Deferred tax charged/(credited) to profit or loss during the year *(note 10)*	(28)	778	750
At 31 December 2024 and 1 January 2025	146	1,192	1,338
Deferred tax charged to other comprehensive income during the period	70	–	70
Deferred tax credited to profit or loss during the period *(note 10)*	–	(310)	(310)
At 30 September 2025	216	882	1,098

Deferred tax assets

	Lease liabilities
	RMB'000
At 1 January 2023	594
Deferred tax charged to profit or loss during the year *(note 10)*	(180)
At 31 December 2023 and 1 January 2024	414
Deferred tax credited to profit or loss during the year *(note 10)*	764
At 31 December 2024 and 1 January 2025	1,178
Deferred tax charged to profit or loss during the period *(note 10)*	(296)
At 30 September 2025	882

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statements of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Net deferred tax liabilities recognised in the consolidated statements of financial position	81	160	216

Deferred tax assets have not been recognised in respect of the following items:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Tax losses	165,933	186,910	307,968
Deductible temporary differences	8,198	25,682	14,472
	174,131	212,592	322,440

The above tax losses arising in the Chinese mainland will expire in one to ten years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of the above items as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the above items can be utilised.

The Company

The movements in deferred tax liabilities and assets during the Relevant Periods are as follows:

Deferred tax liabilities

	Fair value adjustments arising from financial assets at fair value through profit or loss and other comprehensive income	Right-of-use assets	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	–	690	690
Deferred tax charged to other comprehensive income during the year	53	–	53
Deferred tax charged/(credited) to profit or loss during the year *(note 10)*	28	(276)	(248)
At 31 December 2023 and 1 January 2024	81	414	495
Deferred tax charged to other comprehensive income during the year	93	–	93
Deferred tax charged/(credited) to profit or loss during the year *(note 10)*	(28)	778	750
At 31 December 2024 and 1 January 2025	146	1,192	1,338
Deferred tax charged to other comprehensive income during the period	70	–	70
Deferred tax credited to profit or loss during the period	–	(310)	(310)
At 30 September 2025	216	882	1,098

Deferred tax assets

	Lease liabilities
	RMB'000
At 1 January 2023	594
Deferred tax charged to profit or loss during the year *(note 10)*	(180)
At 31 December 2023 and 1 January 2024	414
Deferred tax credited to profit or loss during the year *(note 10)*	764
At 31 December 2024 and 1 January 2025	1,178
Deferred tax charged to profit or loss during the period	(296)
At 30 September 2025	882

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statements of financial position. The following is an analysis of the deferred tax balances of the Company for financial reporting purposes:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Net deferred tax liabilities recognised in the statements of financial position	81	160	216

30. REDEMPTION LIABILITIES ON OWNERS' CAPITAL

The Group and the Company

	As at 31 December 2023
	RMB'000
Mar-2022 Capital Increase	90,000
Apr-2023 Capital Increase and Oct-2023 Capital Increase	169,000
Interest payable related to redemption liabilities	22,826
	281,826

On 17 December 2021, the then owners of the Company entered into a capital contribution agreement with the investors (the "Series B Investors" and the "Series B Agreement"), pursuant to which the Series B Investors agreed to subscribe to the increased registered capital of the Company of RMB2,347,704 at an aggregate consideration of RMB90,000,000 (the "Mar-2022 Capital Increase").

On 29 January 2023, the then owners of the Company entered into a capital contribution agreement with the investors, pursuant to which the investors agreed to subscribe to the increased registered capital of the Company of RMB1,937,042 at an aggregate consideration of RMB113,000,000 (the "Apr-2023 Capital Increase").

On 18 August 2023, the then owners of the Company entered into a capital contribution agreement with the investors, pursuant to which the investors agreed to subscribe to the increased registered capital of the Company of RMB946,120 at an aggregate consideration of RMB56,000,000 (the "Oct-2023 Capital Increase", investors and agreements of Apr-2023 Capital Increase and Oct-2023 Capital Increase collectively referred to as the "Series C Investors" and the "Series C Agreement").

The Series B Investors and Series C Investors were granted redemption rights which are outlined below:

Pursuant to the Series B Agreement and Series C Agreement, series B capital contribution and series C capital contribution shall be redeemable by the Company and/or the controlling shareholder upon the occurrence of certain contingent events which cannot be controlled by the Company, including the failure to achieve a qualified public offering of the Company by 31 December 2026. The price at which capital of Series B contribution and Series C contribution is redeemed shall be an amount that would give holders of Series B and Series C an eight percent internal return rate for their investments in the Company plus all accrued but unpaid dividends.

The redemption obligations give rise to financial liabilities, which are measured at the net present value of the redemption amount. The movements of redemption liabilities during the Relevant Periods are set out below:

	Series B	Series C	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	96,761	–	96,761
Recognition of redemption liabilities on Series C owners' capital	–	169,000	169,000
Interest charge *(note 7)*	7,200	8,865	16,065
At 31 December 2023 and 1 January 2024	103,961	177,865	281,826
Interest charge *(note 7)*	7,200	13,520	20,720
Termination of redemption rights *(note)*	(111,161)	(191,385)	(302,546)
At 31 December 2024, 1 January 2025 and 30 September 2025	–	–	–

Note: In December 2024, a special rights termination agreement was signed by the Company and the existing owners, pursuant to which the existing owners ceased to be entitled to any special rights, and there is not any event upon the occurrence of which the redemption right will be reinstated. Accordingly, the carrying amount of redemption liabilities was derecognised upon the termination of the term.

31. PAID-IN CAPITAL/SHARE CAPITAL

The Group and the Company

Paid-in capital

	RMB'000
At 1 January 2023	16,846
Capital contribution from shareholders *(note (a))*	4,036
At 31 December 2023, 1 January 2024 and 31 December 2024, 1 January 2025	20,882
Conversion into a joint stock company *(note (b))*	(20,882)
At 30 September 2025	–

Share capital

	As at 30 September 2025
	RMB'000
Authorised:	
Ordinary shares with par value of RMB1.00 each	80,880
Issued and fully paid:	
Ordinary shares with par value of RMB1.00 each	80,880

A summary of movements in the Company's share capital is as follows:

	Number of ordinary shares	Share capital
		RMB'000
At 1 January 2025	–	–
Issue of ordinary shares upon conversion into a joint stock company *(note (b))*	20,882,226	20,882
Issue of ordinary shares *(note (c))*	501,174	501
Capitalisation of capital reserve *(note (d))*	59,496,600	59,497
At 30 September 2025	80,880,000	80,880

Notes:

(a) On 29 January 2023 and 18 August 2023, the Company entered into capital contribution agreements with shareholders, pursuant to which total capital of RMB169,000,000 was injected into the Company, with approximately RMB2,883,000 and RMB166,117,000 credited to the Company's paid-in capital and capital reserve, respectively. The consideration was fully paid in cash in 2023.

In November 2023, the Company received capital contribution of approximately RMB1,153,000 which was credited to the Company's paid-in capital.

(b) Pursuant to the shareholders' resolutions dated 25 April 2025 and the promoters' agreement dated the same day, the then existing shareholders of the Company agreed to convert the Company into a joint stock limited liability company (the "Stock Conversion") with the registered share capital of RMB20,882,226. Pursuant to the shareholders' resolutions and the promoters' agreement, the net asset value of the Company as of 28 February 2025 was RMB229,188,597, of which RMB20,882,226 was converted into 20,882,226 shares with a par value of RMB1.00 per share and the remaining amount was converted to capital reserve of the Company. The Stock Conversion was completed on 7 May 2025.

(c) On 16 June 2025, the Company entered into a capital contribution agreement with shareholders, pursuant to which total capital of RMB60,000,000 was injected into the Company, with approximately RMB501,000 and RMB59,499,000 credited to the Company's share capital and capital reserve, respectively. The consideration was fully paid in cash in June 2025.

(d) On 24 June 2025, the then shareholders of the Company resolved to increase the registered share capital of the Company from RMB21,383,400 to RMB80,880,000 by increasing the number of shares pro rata through the application of the capital reserve of the Company, without changing the par value of each share (the "Capitalisation of Capital Reserve"). Under the Capitalisation of Capital Reserve, RMB59,496,600 out of the capital reserve was applied to the registered share capital of the Company.

32. RESERVES

The Group

The amounts of the Group's reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity of the Group.

Capital reserve

Capital reserve represents the excess of capital contributions from the equity holders of the Company over the paid-in capital and the impacts on equity upon recognition and termination of redemption liabilities on owners' capital as stipulated in note 30 to the Historical Financial Information.

The Company

The amounts of the Company's reserves and the movements therein for the Relevant Periods are presented below:

	Capital reserve	Share-based payment reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Accumulated losses	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2023	64,422	57,638	–	(138,195)	(16,135)
Loss and total comprehensive loss for the year	–	–	299	(60,387)	(60,088)
Capital contribution from shareholders	166,117	–	–	–	166,117
Share issue expenses	(3,717)	–	–	–	(3,717)
Recognition of redemption liabilities on owners' capital	(169,000)	–	–	–	(169,000)
Share-based payment arrangements	–	6,441	–	–	6,441
At 31 December 2023 and 1 January 2024	57,822	64,079	299	(198,582)	(76,382)
Loss and total comprehensive loss for the year	–	–	528	(42,773)	(42,245)
Termination of redemption liabilities on owners' capital	302,546	–	–	–	302,546
Share-based payment arrangements	–	101	–	–	101
At 31 December 2024 and 1 January 2025	360,368	64,180	827	(241,355)	184,020
Loss and total comprehensive loss for the period	–	–	394	(65,433)	(65,039)
Conversion into a joint stock company	(140,535)	–	–	140,535	–
Capital contribution from shareholders	59,499	–	–	–	59,499
Share issue expenses	(1,900)	–	–	–	(1,900)
Capitalisation of capital reserve	(59,497)	–	–	–	(59,497)
Share-based payment arrangements	–	35	–	–	35
At 30 September 2025	217,935	64,215	1,221	(166,253)	117,118

33. SHARE-BASED PAYMENTS

Share option scheme

The Company operated a share option scheme (the "Option Scheme") which became effective on 28 June 2018 to provide incentives and rewards to eligible employees (including directors and senior management) who contribute to the success of the Group's operations. The Group granted options under the Option Scheme through Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership) ("Diagens Nuohui").

On 6 July 2018, 15 November 2019 and 12 January 2020, a total of 347,000, 45,600 and 136,800 options were granted to 21, 3 and 9 selected employees, respectively, who joined the Company before 1 March 2019 in respect of their early contribution to the Group.

On 6 July 2018, 12 January 2020, 17 August 2020, 10 February 2021, 22 January 2022, 15 October 2022 and 9 June 2023, a total of 802,600, 2,416,000, 4,058,173, 4,142,760, 8,313,800, 4,990,405 and 3,060,390 options were granted to 14, 17, 1, 59, 36, 2 and 22 selected employees, respectively, due to their qualified performance.

The vesting periods of the above granted options were from the grant dates to the Company's share listing date.

On 20 December 2023, the board of directors approved the accelerated exercise of the remaining unexercised options under the Option Scheme, and all options under the Option Scheme were exercised by 31 December 2023.

On 24 December 2023, a total of 2,275,000 options were granted to 3 selected employees, which were exercised by 31 December 2023.

The following options were outstanding under the Option Scheme during the year ended 31 December 2023:

	Weighted average exercise price RMB per share	Number of options
At 1 January 2023	0.3585	17,432,801
Granted during the year	0.6047	5,335,390
Exercised during the year	0.4162	(22,768,191)
At 31 December 2023	–	–

The fair values of the share options granted were estimated as at the date of grant and modification using a binomial lattice model, an equity allocation model, the back-solve method and the market approach-comparable multiple method. The following table lists the inputs to the models used:

	2023
Expected volatility (%)	17.70 to 56.41
Risk-free interest rate (%)	1.65 to 3.32
Early exercise multiple	2.2 to 2.8

During the year ended 31 December 2023, the Group recognised a share option expense of RMB6,441,000.

Share award scheme

The Company operates a share award scheme (the "Scheme") to provide incentives and rewards to eligible employees (including senior management) who contribute to the success of the Group's operations. The Group granted equity interests of the Company under the Scheme through Diagens Nuohui.

On 4 February 2024, 0.18% of the then equity interest in the Company was granted to 21 selected employees of the Group for a consideration of RMB809,000 through Diagens Nuohui. The restricted period of the shares was 48 months, and 25% of the restricted shares can be vested after 12 months, 24 months, 36 months and 48 months of the grant date, respectively.

The fair value of the equity interests granted is determined by the equity allocation model. The following table lists the inputs to the model used:

	2024
Expected volatility (%)	44.01
Risk-free interest rate (%)	2.17

During the year ended 31 December 2024 and the nine months ended 30 September 2024 and 2025, the Group recognised a share award expense of RMB101,000, RMB84,000 and RMB35,000, respectively.

34. DISPOSAL OF SUBSIDIARIES

On 30 May 2025, the Company entered into a share purchase agreement with Yilian (Zhejiang) Internet Technology Co., Ltd. ("Yilian Zhejiang"), an independent third party, pursuant to which the Company agreed to transfer the 100% equity interests in Hangzhou Deyou Medical Laboratory Co., Ltd. ("Hangzhou Deyou") and Chengdu Jinniuniu Haoweilai Internet Hospital Co., Ltd. ("Chengdu Internet Hospital") to Yilian Zhejiang at nominal consideration of RMB1 each.

Disposal of Hangzhou Deyou

	As at 30 May 2025
	RMB'000
Net assets disposed of:	
Property, plant and equipment	5,015
Right-of-use assets	300
Inventories	702
Trade receivables	355
Prepayments, other receivables and other assets	1,345
Cash and cash equivalents	87
Trade payables	(5,175)
Other payables and accruals	(2,775)
Lease liabilities	(438)
Subtotal	(584)
Gain on disposal of a subsidiary*	2,153
Total consideration satisfied by cash	RMB1

* The gain includes the previous unrealised profits from inter-group transactions amounting to RMB1,569,000.

Disposal of Chengdu Internet Hospital

	As at 30 May 2025
	RMB'000
Net assets disposed of:	
Property, plant and equipment	213
Right-of-use assets	681
Prepayments, other receivables and other assets	34
Cash and cash equivalents	23
Other payables and accruals	(310)
Lease liabilities	(687)
Subtotal	(46)
Gain on disposal of a subsidiary	46
Total consideration satisfied by cash	RMB1

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	RMB'000
Cash consideration	–
Cash and cash equivalents disposed of	(110)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	110

35. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

The Group had non-cash additions to right-of-use assets and lease liabilities of RMB1,017,000, RMB7,351,000 and RMB3,568,000 during the years ended 31 December 2023 and 2024, and the nine months ended 30 September 2025, respectively, in respect of lease arrangements for office premises and workshops.

(b) Changes in liabilities arising from financing activities

	Interest-bearing bank loans	Lease liabilities
	RMB'000	*RMB'000*
At 1 January 2023	–	8,255
Changes from financing cash flows	–	(2,454)
Interest expense	–	255
New leases	–	1,017
Reduction as a result of termination of leases	–	(2,575)
At 31 December 2023 and 1 January 2024	–	4,498
Changes from financing cash flows	9,935	(3,130)
Interest expense	65	405
New leases	–	3,381
Reassessment as a result of lease modifications	–	3,970
At 31 December 2024 and 1 January 2025	10,000	9,124
Changes from financing cash flows	(5,159)	(1,116)
Interest expense	159	337
Disposal of subsidiaries	–	(1,125)
New leases	–	3,568
Reduction as a result of termination of leases	–	(3,850)
At 30 September 2025	5,000	6,938
At 1 January 2024	–	4,498
Changes from financing cash flows (unaudited)	4,999	(2,474)
Interest expense (unaudited)	1	243
New leases (unaudited)	–	3,381
Reassessment as a result of lease modifications (unaudited)	–	3,970
At 30 September 2024 (unaudited)	5,000	9,618

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Within operating activities	827	135	135	–
Within financing activities	2,454	3,130	2,474	1,116
Total	3,281	3,265	2,609	1,116

36. COMMITMENTS

At the end of each of the Relevant Periods, the Group had contractual commitments for the purchases of machinery and equipment with amounts of RMB7,526,000, RMB3,127,000 and RMB3,968,000, respectively.

37. RELATED PARTY TRANSACTIONS

Details of the Group's principal related parties are as follows:

Name	Relationship with the Group
Dr. SONG Ning	Executive director
Hangzhou WiseDiag Technology Co., Ltd. ("WiseDiag")	A company controlled by Dr. SONG Ning
Hangzhou Deyi Property Management Co., Ltd. ("Deyi Property")	A company controlled by Dr. SONG Ning
Hangzhou Deshi Yunsheng Technology Co., Ltd. ("Deshi Yunsheng")	A company controlled by Dr. SONG Ning

(a) The Group had the following transactions with related parties during the Relevant Periods and the nine months ended 30 September 2024:

		Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
	Note	*RMB'000*	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Sales of materials to: WiseDiag	*(i)*	21	–	–	–
Provision of software development services to: WiseDiag	*(i)*	–	38	38	–
Property management services from: Deyi Property	*(i)*	–	96	78	240

Note:

(i) The transaction prices were determined on terms mutually agreed between the parties with reference to the actual cost and fees for similar transactions in the market.

(b) Other transactions with related parties:

The Company's executive director, Dr. SONG Ning, guaranteed the Group's bank loans as at 31 December 2024 (note 27) and such guarantee was released as at 30 September 2025.

(c) Outstanding balances with related parties:

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Other receivables:			
Deshi Yunsheng	–	108	226
Prepaid expenses:			
Deyi Property	–	38	–
Lease liabilities:			
Deshi Yunsheng	–	2,879	6,499

All of the balances except for lease liabilities are trade in nature, unsecured, interest-free and have no fixed terms of repayment.

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Trade receivables:			
Hangzhou Devon	10,706	18,244	18,244
Hangzhou Deyou	6,897	5,316	–
Ningbo Nuode	6,295	–	–
Total	23,898	23,560	18,244
Other receivables:			
Hangzhou Deyou*	21,025	25,505	–
Ningbo Nuode*	3,092	–	–
Hangzhou Devon*	350	–	800
Chengdu Internet Hospital*	290	960	–
Deshi Hongyuan*	2	3	13
Deshi Yunsheng	–	108	226
Total	24,759	26,576	1,039
Prepaid expenses:			
Deyi Property	–	38	–
Trade payables:			
Hangzhou Deyou	991	–	–
Hangzhou Devon	62	–	–
Total	1,053	–	–
Other payables:			
Hangzhou Devon*	–	1,509	9,208
Lease liabilities:			
Deshi Yunsheng	–	2,879	6,499

* The balances were non-trade in nature, unsecured, interest-free and have no fixed terms of repayment.

During the nine months ended 30 September 2025, the Company disposed of Hangzhou Deyou and Chengdu Internet Hospital, so the Company's outstanding balances with these entities as at 30 September 2025 are not disclosed as balances with related parties in note (c) above.

(d) Compensation of key management personnel of the Group:

	As at 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (unaudited)*	*RMB'000*
Salaries, bonuses, allowances and benefits in kind	2,816	3,342	2,236	2,456
Pension scheme contributions	27	44	25	39
Share-based payment expense	2,409	–	–	–
Total compensation paid to key management personnel	5,252	3,386	2,261	2,495

Further details of directors' and the chief executive's emoluments are included in note 8 to the Historical Financial Information.

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

The Group

31 December 2023

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	6,073	6,073
Financial assets included in prepayments, other receivables and other assets	–	–	4,347	4,347
Long-term receivable	–	–	9,864	9,864
Financial assets at fair value through profit or loss	39,991	–	–	39,991
Financial assets at fair value through other comprehensive income	–	20,352	–	20,352
Pledged deposits	–	–	185	185
Time deposits	–	–	3,765	3,765
Cash and cash equivalents	–	–	20,419	20,419
Total	39,991	20,352	44,653	104,996

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	3,241
Financial liabilities included in other payables and accruals	1,853
Lease liabilities	4,498
Redemption liabilities on owners' capital	281,826
Total	291,418

31 December 2024

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	32,121	32,121
Financial assets included in prepayments, other receivables and other assets	–	–	805	805
Long-term receivable	–	–	7,106	7,106
Financial assets at fair value through profit or loss	16,500	–	–	16,500
Financial assets at fair value through other comprehensive income	–	20,973	–	20,973
Pledged deposits	–	–	1,660	1,660
Time deposits	–	–	4,026	4,026
Cash and cash equivalents	–	–	17,104	17,104
Total	16,500	20,973	62,822	100,295

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	7,427
Financial liabilities included in other payables and accruals	3,428
Interest-bearing bank loans	10,000
Lease liabilities	9,124
Total	29,979

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Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	19,959	19,959
Financial assets included in prepayments, other receivables and other assets	–	–	1,960	1,960
Long-term receivable	–	–	4,848	4,848
Financial assets at fair value through profit or loss	19,000	–	–	19,000
Financial assets at fair value through other comprehensive income	–	21,437	–	21,437
Pledged deposits	–	–	792	792
Cash and cash equivalents	–	–	39,595	39,595
Total	19,000	21,437	67,154	107,591

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	9,464
Financial liabilities included in other payables and accruals	16,780
Interest-bearing bank loans	5,000
Lease liabilities	6,938
Total	38,182

The Company

31 December 2023

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	24,886	24,886
Financial assets included in prepayments, other receivables and other assets	–	–	28,616	28,616
Financial assets at fair value through profit or loss	39,691	–	–	39,691
Financial assets at fair value through other comprehensive income	–	20,352	–	20,352
Cash and cash equivalents	–	–	19,730	19,730
Total	39,691	20,352	73,232	133,275

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	4,228
Financial liabilities included in other payables and accruals	1,837
Lease liabilities	2,805
Redemption liabilities on owners' capital	281,826
Total	290,696

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Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	51,804	51,804
Financial assets included in prepayments, other receivables and other assets	–	–	27,099	27,099
Financial assets at fair value through profit or loss	16,500	–	–	16,500
Financial assets at fair value through other comprehensive income	–	20,973	–	20,973
Pledged deposits	–	–	1,475	1,475
Cash and cash equivalents	–	–	13,993	13,993
Total	16,500	20,973	94,371	131,844

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	7,370
Financial liabilities included in other payables and accruals	4,927
Interest-bearing bank loans	10,000
Lease liabilities	8,016
Total	30,313

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Financial assets

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such			
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables	–	–	34,796	34,796
Financial assets included in prepayments, other receivables and other assets	–	–	2,750	2,750
Financial assets at fair value through profit or loss	19,000	–	–	19,000
Financial assets at fair value through other comprehensive income	–	21,437	–	21,437
Pledged deposits	–	–	716	716
Cash and cash equivalents	–	–	39,563	39,563
Total	19,000	21,437	77,825	118,262

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	9,464
Financial liabilities included in other payables and accruals	25,995
Interest-bearing bank loans	5,000
Lease liabilities	6,938
Total	47,397

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

All the carrying amounts of the Group's financial instruments approximate to their fair values.

Management has assessed that the fair values of cash and cash equivalents, restricted cash, pledged deposits, time deposits, financial assets included in prepayments, other receivables and other assets, trade receivables, trade and bills payables, interest-bearing bank loans, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the financial controller. At each reporting period, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the financial controller. The valuation process and results are discussed with the directors periodically for financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair value of the non-current long-term receivable and redemption liabilities on owners' capital has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk were assessed to be insignificant.

The Group invests in time deposits and unlisted investments, which represent wealth management products issued by banks in the Chinese mainland. The Group has estimated the fair values of these investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

The Group

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	39,991	–	39,991
Financial assets at fair value through other comprehensive income	–	20,352	–	20,352
Total	–	60,343	–	60,343

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	16,500	–	16,500
Financial assets at fair value through other comprehensive income	–	20,973	–	20,973
Total	–	37,473	–	37,473

As at 30 September 2025

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	19,000	–	19,000
Financial assets at fair value through other comprehensive income	–	21,437	–	21,437
Total	–	40,437	–	40,437

The Group did not have any financial liabilities measured at fair value as at the end of each of the Relevant Periods.

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets.

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Long-term receivable	–	9,864	–	9,864

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Long-term receivable	–	7,106	–	7,106

As at 30 September 2025

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Long-term receivable	–	4,848	–	4,848

Liabilities for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Redemption liabilities on owners' capital	–	281,826	–	281,826

The following tables illustrate the fair value measurement hierarchy of the Company's financial instruments:

The Company

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	39,691	–	39,691
Financial assets at fair value through other comprehensive income	–	20,352	–	20,352
Total	–	60,043	–	60,043

As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	16,500	–	16,500
Financial assets at fair value through other comprehensive income	–	20,973	–	20,973
Total	–	37,473	–	37,473

As at 30 September 2025

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Financial assets at fair value through profit or loss	–	19,000	–	19,000
Financial assets at fair value through other comprehensive income	–	21,437	–	21,437
Total	–	40,437	–	40,437

The Company did not have any financial liabilities measured at fair value as at the end of each of the Relevant Periods.

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets.

The following tables illustrate the fair value measurement hierarchy of the Company's financial instruments:

Liabilities for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Redemption liabilities on owners' capital	–	281,826	–	281,826

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank loans and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group trades mainly with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each of the Relevant Periods. The amounts presented are gross carrying amounts for financial assets.

The Group

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	8,452	8,452
Contract assets*	–	–	–	116	116
Long-term receivable*	–	–	–	10,576	10,576
Financial assets included in prepayments, other receivables and other assets					
– Normal**	4,373	–	–	–	4,373
Financial assets at fair value through other comprehensive income	20,352	–	–	–	20,352
Pledged deposits					
– Not yet past due	185	–	–	–	185
Time deposits					
– Not yet past due	3,765	–	–	–	3,765
Cash and cash equivalents					
– Not yet past due	20,419	–	–	–	20,419
Total	49,094	–	–	19,144	68,238

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	36,341	36,341
Contract assets*	–	–	–	317	317
Long-term receivable*	–	–	–	8,064	8,064
Financial assets included in prepayments, other receivables and other assets					
– Normal**	811	–	–	–	811
Financial assets at fair value through other comprehensive income	20,973	–	–	–	20,973
Pledged deposits					
– Not yet past due	1,660	–	–	–	1,660
Time deposits					
– Not yet past due	4,026	–	–	–	4,026
Cash and cash equivalents					
– Not yet past due	17,104	–	–	–	17,104
Total	44,574	–	–	44,722	89,296

As at 30 September 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	28,148	28,148
Contract assets*	–	–	–	383	383
Long-term receivable*	–	–	–	5,385	5,385
Financial assets included in prepayments, other receivables and other assets					
– Normal**	1,463	–	–	–	1,463
– Doubtful**	–	2,835	–	–	2,835
Financial assets at fair value through other comprehensive income	21,437	–	–	–	21,437
Pledged deposits					
– Not yet past due	792	–	–	–	792
Cash and cash equivalents					
– Not yet past due	39,595	–	–	–	39,595
Total	63,287	2,835	–	33,916	100,038

* For trade receivables, contract assets and long-term receivable to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 18, 19 and 21 to the Historical Financial Information, respectively.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 18 to the Historical Financial Information.

The Group trades with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. Since the Group trades with recognised and creditworthy entities, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty. As at 31 December 2023 and 2024 and 30 September 2025, the Group had certain concentrations of credit risk as 42.78%, 21.94% and nil of the Group's trade receivables were due from the Group's largest customer, respectively, and 50.20%, 56.14% and nil of the Group's trade receivables were due from the Group's five largest customers, respectively.

The Company

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	27,160	27,160
Contract assets*	–	–	–	75	75
Financial assets included in prepayments, other receivables and other assets – Normal**	28,638	–	–	–	28,638
Financial assets at fair value through other comprehensive income	20,352	–	–	–	20,352
Cash and cash equivalents – Not yet past due	19,730	–	–	–	19,730
Total	68,720	–	–	27,235	95,955

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	55,503	55,503
Contract assets*	–	–	–	297	297
Financial assets included in prepayments, other receivables and other assets – Normal**	27,103	–	–	–	27,103
Financial assets at fair value through other comprehensive income	20,973	–	–	–	20,973
Pledged deposits – Not yet past due	1,475	–	–	–	1,475
Cash and cash equivalents – Not yet past due	13,993	–	–	–	13,993
Total	63,544	–	–	55,800	119,344

As at 30 September 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade receivables*	–	–	–	42,776	42,776
Contract assets*	–	–	–	363	363
Financial assets included in prepayments, other receivables and other assets					
– Normal**	2,253	–	–	–	2,253
– Doubtful**	–	2,835	–	–	2,835
Financial assets at fair value through other comprehensive income	21,437	–	–	–	21,437
Pledged deposits					
– Not yet past due	716	–	–	–	716
Cash and cash equivalents					
– Not yet past due	39,563	–	–	–	39,563
Total	63,969	2,835	–	43,139	109,943

* For trade receivables and contract assets to which the Company applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 18 and 19 to the Historical Financial Information.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and pledged deposits are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Company's exposure to credit risk arising from trade receivables are disclosed in note 18 to the Historical Financial Information.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through the use of lease liabilities and interest-bearing bank loans.

The maturity profile of the Group's and the Company's financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

The Group

	31 December 2023				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	3,241	–	–	–	3,241
Financial liabilities included in other payables and accruals	1,853	–	–	–	1,853
Lease liabilities	–	898	2,628	1,158	4,684
Redemption liabilities on owners' capital	–	–	–	343,986	343,986
Total	5,094	898	2,628	345,144	353,764

	31 December 2024				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	7,427	–	–	–	7,427
Financial liabilities included in other payables and accruals	3,428	–	–	–	3,428
Interest-bearing bank loans	–	5,081	5,093	–	10,174
Lease liabilities	–	1,209	2,571	8,036	11,816
Total	10,855	6,290	7,664	8,036	32,845

	30 September 2025					
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	9,464	–	–	–	–	9,464
Financial liabilities included in other payables and accruals	16,780	–	–	–	–	16,780
Interest-bearing bank loans	–	5,029	–	–	–	5,029
Lease liabilities	1,080	405	864	5,045	218	7,612
Total	27,324	5,434	864	5,045	218	38,885

The Company

	31 December 2023				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	4,228	–	–	–	4,228
Financial liabilities included in other payables and accruals	1,837	–	–	–	1,837
Lease liabilities	–	898	1,978	–	2,876
Redemption liabilities on owners' capital	–	–	–	343,986	343,986
Total	6,065	898	1,978	343,986	352,927

	31 December 2024				
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	7,370	–	–	–	7,370
Financial liabilities included in other payables and accruals	4,927	–	–	–	4,927
Interest-bearing bank loans	–	5,081	5,093	–	10,174
Lease liabilities	–	990	2,119	7,549	10,658
Total	12,297	6,071	7,212	7,549	33,129

	30 September 2025					
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and bills payables	9,464	–	–	–	–	9,464
Financial liabilities included in other payables and accruals	25,995	–	–	–	–	25,995
Interest-bearing bank loans	–	5,029	–	–	–	5,029
Lease liabilities	1,080	405	864	5,045	218	7,612
Total	36,539	5,434	864	5,045	218	48,100

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

The Group monitors capital using a gearing ratio, which is net debt divided by capital and net debt multiplied by 100%. Debt includes trade and bills payables, other payables and accruals, interest-bearing bank loans, lease liabilities and provision. The gearing ratios as at the end of each of the Relevant Periods were as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Trade and bills payables	3,241	7,427	9,464
Other payables and accruals	16,768	11,237	25,489
Interest-bearing bank loans	–	10,000	5,000
Lease liabilities	4,498	9,124	6,938
Provision	294	344	900
Less: Cash and cash equivalents	(20,419)	(17,104)	(39,595)
Pledged deposits	(185)	(1,660)	(792)
Time deposits	(3,765)	(4,026)	–
Net debt	432	15,342	7,404
Equity attributable to owners of the parent	(85,618)	174,182	196,062
Capital and net debt	(85,186)	189,524	203,466
Gearing ratio	N/A	8.1%	3.6%

41. INVESTMENTS IN SUBSIDIARIES

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Investments, at cost	9,055	6,536	536

42. EVENTS AFTER THE REPORTING PERIOD

There were no significant events that required additional disclosure or adjustments occurred after the end of the Relevant Periods.

43. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 September 2025.

The following information does not form part of the Accountants' Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Company's reporting accountants, as set out in Appendix I to this prospectus, and is included for information purposes only. The unaudited pro forma financial information should be read in conjunction with "Financial Information" and the Accountants' Report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group prepared in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on the unaudited consolidated net tangible assets of the Group attributable to owners of the parent as at 30 September 2025 as if the Global Offering had taken place on 30 September 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group had the Global Offering been completed as at 30 September 2025 or at any future date.

	Consolidated net tangible assets attributable to owners of the parent as at 30 September 2025	**Estimated net proceeds from the Global Offering**	**Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent immediately after completion of the Global Offering**	**Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share immediately after completion of the Global Offering**	
	RMB'000 (Note 1)	*RMB'000 (Note 2)*	*RMB'000*	*RMB (Note 3)*	*(HK$ equivalent) (Note 4)*
Based on an Offer Price of HK$95.6 per Share	194,237	633,933	828,170	9.32	10.57
Based on an Offer Price of HK$112.5 per Share	194,237	748,383	942,620	10.61	12.03

Notes:

1. The consolidated net tangible assets attributable to owners of the parent as at 30 September 2025 is arrived at after deducting intangible assets of RMB1,825,000 from the consolidated net assets attributable to owners of the parent of RMB196,062,000 as at 30 September 2025, as shown in the Accountants' Report set out in Appendix I to this prospectus.

2. The estimated net proceeds from the Global Offering are calculated based on estimated offer prices of HK$95.6 or HK$112.5 per Share, being the low-end price and high-end price, after deduction of the underwriting fees and other related expenses payable by the Company (excluding listing expenses of RMB18,666,000 which have been charged to profit or loss during the Track Record Period).

3. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are calculated based on 88,879,200 Shares in issue immediately following the completion of the Global Offering.

4. The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at an exchange rate of RMB0.8820 to HK$1.00.

5. No adjustment has been made to reflect any trading results or open transactions of the Group entered into subsequent to 30 September 2025.

The following is the text of a report, prepared for the purpose of incorporation in this prospectus, received from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

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To the Directors of Hangzhou Diagens Biotechnology Co., Ltd.

We have completed our assurance engagement to report on the compilation of pro forma financial information of Hangzhou Diagens Biotechnology Co., Ltd. (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma consolidated net tangible assets as at 30 September 2025, and related notes as set out on page IIA-1 of the prospectus dated 20 March 2026 issued by the Company (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in Part A of Appendix IIA to the prospectus.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at 30 September 2025 as if the transaction had taken place at 30 September 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the period ended 30 September 2025, on which an accountants' report has been published.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline ("AG") 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our independence and quality management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of the Pro Forma Financial Information included in the prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Ernst & Young
Certified Public Accountants
Hong Kong
20 March 2026

The following is the preliminary financial information of our Group as at and for the year ended 31 December 2025 (the "2025 Preliminary Financial Information"), together with a management's discussion and analysis of our Group's financial position and results of operations. The preliminary financial information has been prepared based on the consolidated financial statements of the Group prepared in accordance with HKFRS Accounting Standards. The 2025 Preliminary Financial Information was not audited. Investors should bear in mind that the 2025 Preliminary Financial Information in this appendix may be subject to adjustments.

2025 PRELIMINARY FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended 31 December	
		2025	2024
		RMB'000	*RMB'000*
REVENUE	*4*	164,424	70,352
Cost of sales		(46,337)	(24,291)
Gross profit		118,087	46,061
Other income and gains	*4*	15,029	10,006
Selling and distribution expenses		(28,006)	(24,950)
Administrative expenses		(56,729)	(25,618)
Research and development costs		(104,347)	(25,519)
Impairment losses on financial assets, net		(9,573)	(2,067)
Other expenses		(1,042)	(17)
Finance costs	*6*	(580)	(21,190)
Share of profits and losses of an associate		25	(95)
LOSS BEFORE TAX	*5*	(67,136)	(43,389)
Income tax credit/(expense)	*7*	(1)	14
LOSS FOR THE YEAR		(67,137)	(43,375)
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Financial assets at fair value through other comprehensive income:			
Changes in fair value		621	621
Income tax effect		(93)	(93)
		528	528
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		528	528
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(66,609)	(42,847)
Loss attributable to:			
Owners of the parent		(67,137)	(43,375)
Total comprehensive loss attributable to:			
Owners of the parent		(66,609)	(42,847)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted	*9*	(0.84)	(0.55)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 31 December	
		2025	2024
	Notes	*RMB'000*	*RMB'000*
NON-CURRENT ASSETS			
Property, plant and equipment		23,718	28,065
Right-of-use assets		5,597	9,179
Intangible assets		1,664	1,100
Investment in an associate		42,928	42,903
Contract assets		161	41
Prepayments, other receivables and other assets	*11*	375	1,752
Long-term receivable		5,181	7,106
Total non-current assets		79,624	90,146
CURRENT ASSETS			
Inventories		22,659	22,862
Trade receivables	*10*	52,666	32,121
Contract assets		358	276
Prepayments, other receivables and other assets	*11*	12,023	6,806
Financial assets at fair value through profit or loss		11,000	16,500
Financial assets at fair value through other comprehensive income		21,594	20,973
Pledged deposits		2,784	1,660
Time deposits		–	4,026
Cash and cash equivalents		12,870	17,104
Total current assets		135,954	122,328
CURRENT LIABILITIES			
Trade and bills payables	*12*	17,332	7,427
Other payables and accruals	*13*	24,500	11,237
Interest-bearing bank loans		–	10,000
Lease liabilities		1,474	2,843
Provision		1,843	344
Tax payable		9	–
Total current liabilities		45,158	31,851
NET CURRENT ASSETS		90,796	90,477
TOTAL ASSETS LESS CURRENT LIABILITIES		170,420	180,623
NON-CURRENT LIABILITIES			
Lease liabilities		4,447	6,281
Deferred tax liabilities		245	160
Total non-current liabilities		4,692	6,441
Net assets		165,728	174,182
EQUITY			
Equity attributable to owners of the parent			
Paid-in capital/share capital		80,880	20,882
Reserves		84,848	153,300
Total equity		165,728	174,182

NOTES TO THE 2025 PRELIMINARY FINANCIAL INFORMATION

1. BASIS OF PREPARATION

The 2025 Preliminary Financial Information has been prepared in accordance with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited in relation to annual results announcements.

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for wealth management products and certain of the Group's time deposits which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

The 2025 Preliminary Financial Information does not include all of the information required for a complete set of financial statements prepared in accordance with the HKFRS Accounting Standards.

2. ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended HKFRS Accounting Standards, that have been issued but are not yet effective, in the consolidated financial statements for the year ended 31 December 2025. The Group intends to apply these new and amended HKFRS Accounting Standards, if applicable, when they become effective.

HKFRS 18	*Presentation and Disclosure in Financial Statements*[2]
HKFRS 19 and its amendments	*Subsidiaries without Public Accountability: Disclosures*[2]
Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[1]
Amendments to HKFRS 9 and HKFRS 7	*Contracts Referencing Nature-dependent Electricity*[1]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKAS 21	*Translation to a Hyperinflationary Presentation Currency*[2]
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7[1]

[1] Effective for annual periods beginning on or after 1 January 2026

[2] Effective for annual/reporting periods beginning on or after 1 January 2027

[3] No mandatory effective date yet determined but available for adoption

Further information about these HKFRS Accounting Standards that are expected to be applicable to the Group is described below.

HKFRS 18 introduces new requirements for the presentation within the statement of profit or loss and other comprehensive income, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss and other comprehensive income into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements. The standard is not expected to have any significant impact on the Group's financial position and performance, except that the presentation of statement of profit or loss and other comprehensive income will be amended and additional disclosure will be included in the financial statements.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their services and products and only has one reportable operating segment. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

During the year, the Group operated within one geographical segment because all of the Group's revenue was generated from customers located in the Chinese mainland. All of the non-current assets of the Group were located in the Chinese mainland.

4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Revenue from contracts with customers	164,156	69,319
Revenue from other sources		
Rental income from device operating leases	268	1,033
Total	164,424	70,352

Revenue from contracts with customers

(a) Disaggregated revenue information

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Types of goods or services		
Sale of medical imaging software and medical devices	72,762	40,838
Technology licensing	84,344	19,539
Analysis and consulting services	4,102	7,291
Others	2,948	1,651
Total	164,156	69,319
Geographical market		
Chinese mainland	164,156	69,319
Timing of revenue recognition		
Transferred at a point in time	164,156	69,319

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of medical imaging software and medical devices

The performance obligation is satisfied upon acceptance of the products and payment is generally due within six months.

Technology licensing

The performance obligation is satisfied when the customer can first use and benefit from the licence and payment is generally due within twelve months or upon the effective date of the licence.

Analysis and consulting services

The performance obligation is satisfied when the service is provided and accepted by the customer and payment is generally due within one to three months.

Others

The performance obligation is satisfied when the goods or services are accepted by the customers and payment is generally due within six months.

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Other income		
Government grants*	11,667	8,500
Bank interest income	167	318
Investment income from financial assets at fair value through profit or loss	309	329
Interest income from a long-term receivable	356	447
Others	293	179
Total other income	12,792	9,773

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Gains		
Gain on disposal of items of property, plant and equipment, net	–	175
Foreign exchange gain, net	38	58
Gain on disposal of subsidiaries	2,199	–
Total gains	2,237	233
Total other income and gains	15,029	10,006

* The government grants mainly represent subsidies received from the local governments for the purpose of compensation for expenditure incurred for research and development activities, leases and leasehold improvements, and awards for operational performance.

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Cost of inventories sold	32,325	19,033
Cost of services provided	14,012	5,258
Depreciation of property, plant and equipment	8,083	10,350
Depreciation of right-of-use assets	2,294	2,752
Amortisation of intangible assets*	646	525
Research and development costs	104,347	25,519
Lease payments not included in the measurement of lease liabilities	238	135
Auditor's remuneration	239	38
Listing expenses	24,815	–
Employee benefit expense (excluding directors' and chief executive's remuneration:		
Wages, salaries and bonuses	43,702	35,359
Share-based payment expense	55	101
Pension scheme contributions**	1,482	1,449
Staff welfare expenses	5,217	2,992
Total	50,456	39,901
Impairment of trade receivables, net	7,417	1,841
Impairment of financial assets included in prepayments, other receivables and other assets, net	2,833	(20)
Impairment of long-term receivable, net	(677)	246
Product warranty provision:		
Additional provision	1,952	1,381
Government grants	(11,667)	(8,500)
Bank interest income	(167)	(318)
Investment income from financial assets at fair value through profit or loss	(309)	(329)
Interest income from a long-term receivable	(356)	(447)
Loss/(gain) on disposal of items of property, plant and equipment, net	–	(175)
Gain on disposal of subsidiaries	(2,199)	–
Loss/(gain) on termination of leases	25	–
Foreign exchange differences, net	(38)	(58)

* The amortisation of intangible assets were included in "Research and development costs" and "Administrative expenses" in the consolidated statements of profit or loss and other comprehensive income.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Interest on bank loans	181	65
Interest on lease liabilities	399	405
Interest on redemption liabilities on owners' capital	–	20,720
Total	580	21,190

7. INCOME TAX

Pursuant to the Corporate Income Tax Law of the PRC and the respective regulations, preferential tax treatment is available to the Company since it was recognised as a High and New Technology Enterprise and was entitled to a preferential tax rate of 15% during the year (2024: 15%).

Pursuant to the Corporate Income Tax of the PRC and the respective regulations, the Company's subsidiaries, Hangzhou Devon and Diagens Hongyuan, were qualified as small and micro enterprises during the year and were entitled to a preferential income tax rate of 5% (2024: 5%) for the first RMB3,000,000 of assessable profits. Other subsidiaries that operate in the Chinese mainland are subject to tax at the statutory rate of 25% on the taxable profits.

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Current – Charge for the year	9	–
Deferred tax	(8)	(14)
Total tax credit for the year	1	(14)

A reconciliation of the tax credit applicable to loss before tax at the statutory tax rate to the tax credit at the effective tax rate is as follows:

	Year ended 31 December	
	2025	2024
	RMB'000	*RMB'000*
Loss before tax	(67,136)	(43,389)
Tax at the statutory tax rate of 25% in the Chinese mainland	(16,784)	(10,847)
Preferential tax rates enacted by local authority	6,718	3,879
Additional deductible allowance for research and development costs	(2,968)	(2,618)
Expenses not deductible for tax	300	3,339
Tax losses not recognised	13,650	3,625
Temporary differences not recognised	(915)	2,608
Tax credit at the Group's effective rate	1	(14)

8. DIVIDENDS

No dividend has been declared or paid by the Company during the year (2024: Nil).

9. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

In May 2025, the Company was converted into a joint stock limited liability company and a total of 20,882,226 ordinary shares with a par value of RMB1.00 each were issued and allotted to the respective shareholders of the Company according to the paid-in capital registered in the name of the then shareholders. The conversion to ordinary shares with a par value of RMB1.00 each was applied retrospectively for the year ended 31 December 2024 for the purpose of computation of basic loss per share.

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 80,017,880 (2024: 78,984,373) outstanding during the year, assuming the capitalisation of capital reserve had been completed on 1 January 2024.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2025.

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 December 2024 in respect of a dilution as the impact of the redemption liabilities on owners' capital outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

10. TRADE RECEIVABLES

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
Trade receivables	63,010	36,341
Impairment	(10,344)	(4,220)
Net carrying amount	52,666	32,121

The Group's trading terms with its customers are mainly on credit. The credit period is generally one to twelve months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
Within 3 months	48,192	30,872
3 to 6 months	4,045	785
6 to 12 months	314	452
1 to 2 years	115	12
Total	52,666	32,121

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
At beginning of year	4,220	2,379
Impairment losses, net	7,417	1,841
Amount written off as uncollectible	(1,257)	–
Disposal of subsidiaries	(36)	–
At end of year	10,344	4,220

11. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
Non-current:		
Deposits and other receivables	3,115	692
Prepayments for property, plant and equipment and intangible assets	96	1,065
	3,211	1,757
Impairment allowance	(2,836)	(5)
Total	375	1,752
Current:		
Other receivables	591	119
Prepayments	7,583	2,596
Prepaid expenses	812	349
Deductible input value-added tax	897	3,712
Deferred listing expenses	2,143	–
Prepaid income tax	–	31
	12,026	6,807
Impairment allowance	(3)	(1)
Total	12,023	6,806

Included in the Group's prepayments, other receivables and other assets were other receivables from related parties of RMB226,000 (2024: RMB108,000).

12. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
Within 1 month	12,161	2,906
1 to 2 months	1,194	2,257
2 to 3 months	278	1,126
3 to 6 months	1,032	300
Over 6 months	2,667	838
Total	17,332	7,427

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 60 days.

As at 31 December 2025, the Group's bills payable were secured by certain of the Group's deposits amounting to RMB2,784,000 (2024: RMB1,475,000).

13. OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2025	2024
	RMB'000	*RMB'000*
Payroll payable	9,570	5,844
Contract liabilities	567	990
Refund liabilities	430	324
Other payables *(note)*	5,917	3,428
Accrued listing expenses	6,826	–
Taxes payable other than corporate income tax	1,190	651
Total	24,500	11,237

Note: Other payables are non-interest-bearing and repayable on demand.

BUSINESS REVIEW AND OUTLOOK

We are a medical device company focusing on developing medical imaging products and services. We have self-developed a diversified portfolio, including six medical imaging software products (one registration-stage Core Product, AI AutoVision®, one commercialized product AutoVision®, four pre-clinical stage other medical imaging software product candidates), three commercialized medical devices, four key reagents and consumables and two technology licensing offerings. Our Core Product, AI AutoVision®, is an auxiliary diagnostic software designed to undertake intelligent analysis on chromosome karyotyping (染色體核型輔助診斷軟件) which we intend to sell in China and globally as a customized computer pre-installed with the software.

Our iMedImage® medical imaging foundation model serves as the underlying infrastructure supporting the development and daily usage of our software products. Leveraging various critical general-purpose function of iMedImage® foundation model, such as elimination of image noise and bias arising from different hardware and demographic groups, AI AutoVision®, delivers reliable and high-quality chromosome karyotype analysis on karyotype digital images captured by different optical microscopes in a highly automated way. AI AutoVision® applies our self-developed AI algorithm to achieve automatic chromosome segmentation, counting, arrangement and, in particular, case-level abnormalities detection. It is compatible with standard optical microscopes commonly available in the market. As AI AutoVision® is an auxiliary diagnostic software, the final issuance of diagnostic reports remains the responsibility of physicians. We expect to receive a Class III medical device registration certificate for our Core Product in the first quarter of 2026.

Going forward, we plan to implement the following strategies, which we believe, will strengthen our core competitive strengths and enable us to capture rising business opportunities:

- Accelerating R&D and commercialization of our Core Product, AI AutoVision® and other pipeline candidates
- Continuously enhance and optimize the underlying capabilities of our proprietary iMedImage® technology platform
- Promoting our iMed MaaS® platform to participants in the healthcare value chain
- Expanding clinical applications of intelligent devices and unlocking new markets with technology licensing offerings
- Pursuing strategic partnerships and investment opportunities to accelerate business expansion
- Building a multidisciplinary team with expert collaboration and comprehensive training to maintain technological leadership

Since 31 December 2025 and up to the Latest Practicable Date, our business generally experienced continued growth and, to the best of our knowledge, (i) there has been no material adverse change in our financial or trading position; and (ii) there has been no material adverse change in our business, the industry in which we operate and/or market or regulatory environment to which we are subject.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATION RESULTS

Year-to-Year Comparison of Results of Operations

Revenue

Our revenue increased by 133.5% from RMB70.4 million in 2024 to RMB164.4 million in 2025. In September 2024, we launched technology licensing business, which became increasingly recognized by the market in 2025. In addition, the revenue generated from our medical imaging software and medical devices increased by 78.4% from RMB40.8 million in 2024 to RMB72.8 million in 2025, mainly due to increased sales of our products and services as proven by expansion of customer bases and sales volume. We paid particular efforts to improve our direct sales, which generally carry higher selling prices than that to distributors.

Cost of Sales

Our cost of sales increased by 90.5% from RMB24.3 million in 2024 to RMB46.3 million in 2025, mainly due to the increases in the cost of sales of our medical imaging software and technology licensing business.

Medical Imaging Software and Medical Devices

The cost of sales of medical imaging software and medical devices increased by 69.5% from RMB17.7 million in 2024 to RMB30.0 million in 2025, mainly due to increased material costs of our AutoVision®, KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning Systems, resulted from the increased sales volume of such products in 2025.

Technology Licensing

The cost of sales of technology licensing business segment increased from RMB0.5 million in 2024 to RMB10.7 million in 2025, primarily due to the commencement of the new sub-segment Medical Imaging AI Integrated Storage, Computation, Training and Inference ("SCTI") server under our technology licensing business in December 2025, which resulted in cost of sales of approximately RMB7.1 million in 2025.

Analysis and Consulting Services

The cost of sales of analysis and consulting services slightly decreased from RMB3.5 million in 2024 to RMB3.1 million in 2025, mainly due to a decrease in sales volume during the year.

Gross Profit and Gross Profit Margin

As a result of foregoing, our gross profit increased from RMB46.1 million in 2024 to RMB118.0 million in 2025. Our gross profit margin was approximately 65.5% and 71.8% in 2024 and 2025, respectively.

Medical Imaging Software and Medical Devices

The gross profit margin of our medical imaging software and medical devices increased from 56.7% in 2024 to 58.8% in 2025, mainly due to the increased revenue contribution of KayoFlow® Automatic Cell Harvester, KayoFlow® Integrated Slide Preparation and Staining System and MetaSight® Automatic Cell Microscopic Image Scanning Systems in 2025, which carried relatively higher gross profit margin.

Technology Licensing

The gross profit margin of technology licensing business segment decreased from 97.2% in 2024 to 87.3% in 2025, mainly due to the commencement of the new sub-segment Medical Imaging AI Integrated Storage, Computation, Training and Inference ("SCTI") server under our technology licensing business in December 2025, which carried a relatively lower gross profit margin. We recorded a relatively high gross profit margin because our software R&D staff spent the majority of their time devoted to internal research and development activities. Therefore, these costs were included in our R&D expenses, resulted in a high gross profit margin.

Analysis and Consulting Services

The gross profit margin of our analysis and consulting services decreased from 51.4% in 2024 to 24.9% in 2025, mainly due to a decrease in revenue resulting from fewer sales volume in 2025, and as the cost structure of this segment is primarily fixed in nature, the decline in sales volume did not lead to a corresponding reduction in costs.

Other Income and Gains

Our other income and gains increased from RMB10.0 million in 2024 to RMB15.0 million in 2025, primarily due to (i) an increase of RMB3.2 million in government grants, and (ii) our gain on disposal of subsidiaries of RMB2.2 million in 2025.

Research and Development Costs

Our research and development costs increased from RMB25.5 million in 2024 to RMB104.3 million in 2025, primarily due to the increased computing power services expenses incurred from the procurement of computing power to satisfy our R&D needs of our iMedImage® foundation model to further improve the operational efficiency of AI AutoVision®.

Administrative Expenses

Our administrative expenses increased from RMB25.6 million in 2024 to RMB56.7 million in 2025, primarily due to the listing expenses incurred in relation to the Global Offering.

Selling and Marketing Expenses

Our selling and distribution expenses increased from RMB25.0 million in 2024 to RMB28.0 million in 2025, in line with our business expansion.

Impairment Losses on Financial Assets, Net

Our impairment loss on financial assets, net mainly presents impairment loss we recorded associated with our trade receivables, long-term receivables and other receivables. Impairment losses on financial assets, net increased from RMB2.1 million in 2024 to RMB9.6 million in 2025, primarily due to the disposal of Hangzhou Deyou, where we made provision for the trade receivable and other receivables from Hangzhou Deyou in 2025, using the bad debt ratio for third-party customers as the basis for calculation, resulting in the increase in impairment losses.

Other Expenses

Our other expenses increased from RMB17.0 thousand in 2024 to RMB1.0 million in 2025, primarily due to a charitable donation of approximately RMB0.9 million made by our Group in 2025 in connection with a fire incident in Hong Kong.

Finance Costs

Our finance costs decreased from RMB21.2 million in 2024 to RMB0.6 million in 2025, primarily due to the derecognition of the carrying amount of redemption liabilities, as we entered into a special rights termination agreement to terminate redemption rights.

Income Tax Credit/(expense)

We recorded income tax credit/(expense) of RMB14.0 thousand and RMB1.0 thousand in 2024 and 2025, respectively.

Loss for the Year

As a result of the above, our net loss increased from RMB43.4 million in 2024 to RMB67.1 million in 2025.

Discussion of Certain Selected Items of Consolidated Statement of Financial Position

Property, Plant and Equipment

Our property, plant and equipment principally consist of machinery and equipment, office equipment, motor vehicles and leasehold improvements. Our leasehold improvements, machinery and equipment, office equipment, motor vehicles are depreciated with useful life ranging from 3 to 10 years. Our property, plant and equipment decreased from RMB28.1 million as of December 31, 2024 to RMB23.7 million as of December 31, 2025, primarily due to the decrease in machinery and equipment resulted from the disposal of subsidiaries.

Right-of-Use Assets

Our right-of-use assets decreased from RMB9.2 million as of December 31, 2024 to RMB5.6 million as of December 31, 2025, primarily due to our termination of certain leasing arrangement for office use and manufacturing facilities in 2025.

Intangible Assets

Our intangible assets primarily represent the intellectual property rights of our patents and software. Our intangible assets increased from RMB1.1 million as of December 31, 2024 to RMB1.7 million as of December 31, 2025, primarily due to the purchase and installation of our ERP software of RMB1.2 million in January 2025.

Investment in an Associate

Our investment in an associate primarily represent our ownership interest in an associate. Our investment in an associate remained relatively stable at RMB43.0 million, RMB42.9 million and RMB42.9 million, as of December 31, 2023 and 2024 and 2025, respectively.

Long-Term Receivables

Our long-term receivables primarily represent amounts expected to be collected under contracts with customers arising from extended payment terms. Our long-term receivables decreased from RMB7.1 million as of December 31, 2024 to RMB5.2 million as of December 31, 2025, primarily due to timely payment of our customers in 2025.

Inventories

Our inventories primarily consist of raw materials, work in progress and finished goods. Raw materials primarily include metals, polymers, electronic components, biological materials, and packaging materials essential for production. Our inventories remained relatively stable at RMB22.9 million and RMB22.7 million as of December 31, 2024 and December 31, 2025, respectively.

Trade Receivables

Our trade receivables primarily include the amount outstanding from our direct customers and distributors. Our trade receivables increased from RMB32.1 million as of December 31, 2024 to RMB52.7 million as of December 31, 2025, primarily due to an increase in trade receivables arising from technology licensing business generated in December 2025, the related amounts of which remained outstanding as of December 31, 2025 due to the timing of billing and collection.

Prepayments, Other Receivables and Other Assets

Our other receivables and other assets primarily consisted of (i) prepayment, (ii) prepayments for property, plant and equipment and intangible assets, (iii) other receivables and (iv) deductible input value-added tax. Our prepayments, other receivables and other assets increased from RMB6.8 million as of December 31, 2024 to RMB12.0 million as of December 31, 2025, primarily due to (i) an increase in prepayments primarily due to our procurement of raw materials, and (ii) the deferred listing expenses as of December 31, 2025 in relation to the Global Offering.

Financial Assets at Fair Value Through Profit or Loss

Our financial assets at fair value through profit or loss primarily represented wealth management products we purchased. Our financial assets at fair value through profit or loss decreased from RMB16.5 million in 2024 to RMB11.0 million in 2025, primarily because we redeemed certain wealth management products in 2025.

Pledged Deposits

Our pledged deposit primarily represents deposits associated with our bank acceptance bills, which we utilized to pay our suppliers. Our pledged deposit increased from RMB1.7 million as of December 31, 2024 to RMB2.8 million as of December 31, 2025, primarily due to an increase in our use of bills as a payment method in 2025.

Cash and Cash Equivalents

Our cash and cash equivalents decreased from RMB17.1 million as of December 31, 2024 to RMB12.9 million as of December 31, 2025, which was primarily due to our cash used from operations in 2025.

Trade and Bill Payables

Our trade and bills payables increased from RMB7.4 million as of December 31, 2024 to RMB17.3 million as of December 31, 2025, primarily because we increased our procurement of raw materials and the use of bills as a payment method.

Other Payables and Accruals

Our other payables and accruals increased from RMB11.2 million as of December 31, 2024 to RMB24.5 million as of December 31, 2025, primarily due to (i) the increase in other payables stemmed from the decoration of our new offices; (ii) accrued listing expenses in relation to the Global Offering as of December 31, 2025; and (iii) an increase in accrued employee compensation, primarily attributable to higher year-end bonus accruals driven by the growth in our operating results in 2025.

Lease Liabilities

Our lease liabilities decreased from RMB9.1 million as of December 31, 2024 to RMB5.9 million as of December 31, 2025, primarily because we terminated certain leasing arrangement for offices and manufacturing plants in 2025 in line with our relocation plan.

Provision

Our provision primarily represents the provision we recorded associated with our product warranty. We recorded RMB0.3 million, RMB0.3 million, and RMB1.8 million as of December 31, 2023 and 2024 and 2025, respectively. The increase in provision in 2025 was primarily attributable to higher warranty provisions recorded for our hardware device business, driven by the growth of our operating results in 2025, which resulted in a higher potential risk exposure associated with a larger business scale.

Net Current Assets/Liabilities

The following table sets forth the components of our current assets and current liabilities as of the dates indicated.

	As of December 31,	
	2025	**2024**
	RMB'000	*RMB'000*
Current assets		
Inventories	22,659	22,862
Trade receivables	52,666	32,121
Contract assets	358	276
Prepayments, other receivables and other assets	12,023	6,806
Financial assets at fair value through profit or loss	11,000	16,500
Financial assets at fair value through other comprehensive income	21,594	20,973
Pledged deposits	2,784	1,660
Time deposits	–	4,026
Cash and cash equivalents	12,870	17,104
Total current assets	**135,954**	**122,328**

	As of December 31,	
	2025	2024
	RMB'000	*RMB'000*
Current liabilities		
Trade and bills payables	17,332	7,427
Other payables and accruals	24,500	11,237
Interest-bearing bank loans	–	10,000
Lease liabilities	1,474	2,843
Provision	1,843	344
Tax payable	9	–
Total current liabilities	**45,158**	**31,851**
Net current assets	**90,796**	**90,477**

Indebtedness

Our indebtedness mainly included interest-bearing bank loans and lease liabilities. The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,	
	2025	2024
	RMB'000	*RMB'000*
Current		
Interest-bearing bank loans	–	10,000
Lease liabilities	1,474	2,843
Subtotal	1,474	12,843
Non-current		
Lease liabilities	4,447	6,281
Total	**5,921**	**19,124**

Interest-Bearing Bank Loans

Our interest-bearing bank loans decreased from RMB10.0 million as of December 31, 2024 to nil as of December 31, 2025, as we fully repaid our interest-bearing bank loans.

Lease Liabilities

Our current lease liabilities decreased from RMB2.8 million as of December 31, 2024 to RMB1.5 million as of December 31, 2025, respectively. Our non-current lease liabilities decreased from RMB6.3 million as of December 31, 2024 to RMB4.4 million as of December 31, 2025.

Key Financial Ratios

The table below sets forth the key financial ratios for the years or as of the dates indicated:

	For the Year ended/As of December 31,	
	2025	2024
Profitability:		
Gross profit margin	71.8%	65.5%
Current ratio[(1)]	3.0	3.8
Quick ratio[(2)]	2.5	3.1

Notes:

(1) Equals current assets divided by current liabilities as of the same date.

(2) Equals current assets less inventories divided by current liabilities as of the same date.

DISCLOSURE ABOUT MARKET RISK

See "Financial Information — Market Risk Disclosure" in this prospectus for further information.

CODE ON CORPORATE GOVERNANCE PRACTICES

Since we were not yet listed on the Stock Exchange during the year ended December 31, 2025, the Corporate Governance Code set forth in Appendix C1 to the Listing Rules was not applicable to us during such period under review. After the Listing, we will comply with all the code provisions set forth in the Corporate Governance Code.

REVIEW OF OUR PRELIMINARY FINANCIAL INFORMATION

The unaudited financial information in respect of our consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in the section headed "2025 Preliminary Financial Information" in this Appendix IIB of this prospectus have been agreed by the reporting accountants of our Company to the amounts set out in our draft consolidated financial statements for the year ended 31 December 2025, following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcement of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants. The work performed by the reporting accountants of our Company in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the reporting accountants of our Company on the 2025 Preliminary Financial Information.

PURCHASE, SALE OR REDEMPTION OF OUR COMPANY'S SHARES

Since we were not yet listed on the Stock Exchange during the year ended 31 December 2025, this disclosure requirement is not applicable to us.

TAXATION OF PRC

Taxation on Dividends

Individual Investors

According to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得税法》) which was latest amended on August 31, 2018, and the Regulations for the Implementation of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得税法實施條例》) that was latest amended on December 18, 2018 (collectively, the "IIT Law"), dividends distributed by PRC enterprises are subject to individual income tax at a flat rate of 20%. For foreign individuals who are not PRC residents and who receive dividends from PRC enterprises, they are normally subject to a 20% individual income tax rate unless they are specifically exempted by the tax authorities of the State Council or are exempted from relevant tax treaties.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) (the "Arrangement") signed on August 21, 2006 and effective on December 8, 2006, the Chinese government may impose tax on dividends paid by a Chinese company to a resident of the Hong Kong (including natural person and legal entities), but such tax will not exceed 10% of the total amount of the dividends payable by the Chinese company. If a Hong Kong resident directly holds 25% or more of the equity interest in a Chinese company, such tax will not exceed 5% of the total dividends payable by the Chinese company. The Fifth Protocol of the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion issued by the State Administration of Taxation (《國家税務總局關於<內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排>第五議定書》) and effective on December 6, 2019 stipulates that such provisions shall not apply to the arrangements or transactions made for one of the primary purposes of obtaining the tax benefits.

Enterprise Investors

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》), which was promulgated by the National People's Congress on March 16, 2007 and latest amended on December 29, 2018, and the Implementation Rules for the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法實施條例》) promulgated by the State Council on December 6, 2007 and latest amended on December 6, 2024 (collectively, the "EIT Law"), a non-resident enterprise that does not have an establishment or place in the PRC, or has an establishment or place in the PRC but its PRC source income is not effectively connected with the said PRC establishment or place, it is generally subject to a 10% EIT on its PRC source income (including dividends received from PRC resident enterprises). The foregoing income tax payable by a non-resident enterprise is subject to withholding at source, in which the payer of the income is required to withhold income tax from the amount to be paid to the non-resident enterprise. Such withholding tax may be reduced or exempted under applicable treaties for the avoidance of double taxation.

The Circular on Issues Relating to the Withholding of Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Share Shareholders of Overseas Non-Resident Enterprise (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》) (Guo Shui Han [2008] No. 897) promulgated and implemented by the State Administration of Taxation on November 6, 2008, further clarifies that, when Chinese resident enterprises distributed the dividends for the years 2008 and onwards to H share shareholders of overseas non-resident enterprise, the enterprise income tax shall be withheld and paid at a uniform rate of 10%.

Pursuant to the Arrangement, the Chinese Government may levy taxes on dividends paid by a Chinese company to Hong Kong residents (including natural persons and legal entities) in an amount not exceeding 10% of the total amount of dividends payable by the Chinese company. If a Hong Kong resident directly holds at least 25% of the shares of the Chinese company, the tax imposed should not exceed 5% of the total amount of dividends. The Fifth Protocol of the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on

the Avoidance of Double Taxation and the Prevention of Fiscal Evasion issued by the State Administration of Taxation and effective on December 6, 2019, which includes a provision on "Eligibility Determination to Enjoy the Benefits of the Arrangement". Notwithstanding that there may be other provisions in the arrangement, the benefit of an agreement under a determination shall not be granted if the relevant gain is reasonably believed, having regard to all relevant facts and conditions, to be one of the main purposes of the arrangement or transaction and will result in any direct or indirect benefit under the arrangement, unless the granting of the benefit in such case is consistent with the relevant object and purpose of the arrangement. The application of the dividend clause of tax agreements shall be subject to the PRC tax laws and regulations, such as the Notice of the State Administration of Taxation on the Issues Concerning the Application of the Dividend Clauses of Tax Agreements (《國家税務總局關於執行税收協議股息條款有關問題的通知》).

Tax Treaties

Non-resident investors residing in jurisdictions which have entered into treaties for the avoidance of double taxation or adjustments with the PRC are entitled to a reduction of the PRC enterprise income tax imposed on the dividends received from PRC companies. The PRC currently has entered into Avoidance of Double Taxation Treaties or Arrangements with a number of countries and regions including Hong Kong Special Administrative Region, Macau Special Administrative Region, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant tax treaties or arrangements are required to apply to the PRC tax authorities for a refund of the enterprise income tax in excess of the agreed tax rate, and the refund applications are subject to approval by the PRC tax authorities.

Taxation on Share Transfer

Value-Added Tax and Local Surcharges

Pursuant to Circular on Comprehensively Promoting the Pilot Program of the Collection of Value-added Tax in Lieu of Business Tax (Cai shui [2016] No. 36) (the "Circular 36"), which was implemented on May 1, 2016, the entities and individuals that sell services, intangible assets or immovable properties within the territory of the PRC shall pay value-added tax, and the term "sale of services within the territory of the PRC" means that the seller or purchaser of taxable services is located in China. Circular 36 also provides that transfer of financial products (including transfer of the ownership of marketable securities) shall be subject to value-added tax at 6% on the taxable income (i.e., the balance of the selling price minus the buying price) for general or foreign value-added tax payers. However, transfers of financial products by individuals are exempt from value-added tax.

Pursuant to these regulations, if the holder is a non-resident individual, it is exempt from PRC value-added tax on the sale or disposal of H Shares; if the holder is a non-resident enterprise and the buyer of the H Shares is an individual or entity located outside the PRC, the holder is not subject to PRC value-added tax, but if the buyer of the H Shares is an individual or entity located in the PRC, the holder may be subject to PRC value-added tax.

However, in view of the absence of clear regulations, there is uncertainty as to the interpretation and application of the above provisions as to whether a non-PRC resident enterprise will be subject to PRC value-added tax in respect of the disposal of H Shares. Meanwhile, the taxpayers of value-added tax are also subject to urban maintenance and construction tax, education surcharge tax and local education surcharge (the "Local Surcharge Tax"), which is usually calculated at 12% of the value-added tax payable (if any).

Income Tax

Individual Investors

According to the IIT Law, income derived from the sale of the equity of the PRC-resident enterprises are subject to the individual income tax at a rate of 20%. Pursuant to the Circular on Declaring that Individual Income Tax Continues to be Exempted over Income from Transfer of Shares by Individuals (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) (Cai Shui Zi [1998] No. 61) issued by Ministry of Finance and the State Administration of Taxation on March 30, 1998 and, income of individuals from the transfer of shares of listed enterprises shall continue to be exempted from individual income tax since January 1, 1997. The Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals, from Transfer of Listed Shares Subject to Sales Limitation (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知》) (Cai Shui [2009] No. 167), which was jointly issued by the Ministry of Finance, the State Administration of Taxation and the CSRC and became effective on December 31, 2009, states that individuals' income from transfer of A-share stocks at Shanghai Stock Exchange and Shenzhen Stock Exchange shall continuously be exempted from the individual income tax, except for the relevant shares which are subject to sales restriction as defined in the Supplementary Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知》) (Cai Shui [2010] No. 70) jointly issued by the three aforementioned authorities on November 10, 2010. The State Administration of Taxation, Ministry of Finance, CSRC jointly promulgated the Announcement on Further Improving upon the Services for Collection and Administration of Individual Income Tax on Income from the Transfer of Restricted Shares of Listed Companies by Individuals (《關於進一步完善個人轉讓上市公司限售股所得個人所得稅有關徵管服務事項的公告》) on 27 December 2024, and it states that this announcement shall prevail of any discrepancy with Cai Shui [2009] No. 167. As of the Latest Practicable Date, the aforesaid provision has not expressly provided that whether individual income tax shall be collected from non-PRC resident individuals on the transfer of shares of PRC-resident enterprises listed on overseas stock exchanges.

Enterprise Investors

In accordance with the EIT Law, a non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income, if it does not have an establishment or premise in the PRC or has an establishment or a premise but the income it derives does not have actual connection with such establishment or premise. Such income tax for non-resident enterprises are deducted at source. The tax is withheld by the withholding agent from the amount paid or due each time a payment is made to a non-resident enterprise. The tax may be reduced or exempted pursuant to relevant tax treaties or treaties on avoidance of double taxation.

Stamp Duty

Pursuant to Stamp Tax Law of the People's Republic of China (《中華人民共和國印花稅法》), which was promulgated on June 10, 2021 and effective on July 1, 2022, entities and individuals who draw up taxable certificates and carry out transactions in securities within the PRC, as well as those who draw up taxable certificates outside the PRC for use within the PRC, are subject to stamp duty. Accordingly, the provisions on stamp duty levied on the transfer of shares of listed companies in the PRC do not apply to the purchase and disposal of H shares outside the PRC by non-PRC investors.

PRINCIPAL TAXATION OF THE COMPANY IN THE PRC

Enterprise Income Tax

Pursuant to the Law of the PRC on Enterprise Income Tax (《中華人民共和國企業所得稅法》), which was adopted by the National People's Congress on March 16, 2007 and implemented on January 1, 2008 and was subsequently amended by the Standing Committee of the National People's Congress on February 24, 2017 and December 29, 2018, respectively, and the Implementation Rules of the Law of the PRC on Enterprise Income Tax (《中華人民共和國企業所得稅法實施條例》), which were enacted by the State Council on December 6, 2007 and effective

on January 1, 2008 and were latest amended on December 6, 2024, resident enterprises shall pay enterprise income tax at the enterprise income tax rate of 25% on their income derived from sources within and outside the PRC. A foreign-invested enterprise within the PRC belonging to the category of resident enterprise shall pay enterprise income tax at the rate of 25% on its income derived from sources within or outside China. Enterprises established in accordance with the laws of an overseas country or region and whose actual management organization (meaning the organization that exercises substantial overall management and control over the production and operation, personnel, accounts and property of the enterprise) is located in the PRC are regarded as resident enterprises, and therefore are generally subject to enterprise income tax at the rate of 25% on their income derived from sources within or outside the PRC. If a non-resident enterprise is subject to a 10% enterprise income tax on PRC-sourced income, if it does not have an establishment or premise in the PRC or has an establishment or a premise but the income it derives does not have actual connection with such establishment or premise, unless otherwise agreed in the tax treaties or arrangement signed between the PRC and the country or region to which the non-resident enterprise belongs. The enterprise income tax on important high- and new-tech enterprises that are supported by the state shall be levied at the tax rate of 15%.

Value-added Tax

Under the Provisional Regulations of the PRC on Value-Added Tax (《中華人民共和國增值税暫行條例》) and its Implementation Measures (《中華人民共和國增值税暫行條例實施細則》), entities and individuals engaged in taxable activities within China (including sales of goods, services, intangible assets, real property, and imports) are liable for VAT.

The current applicable VAT rates are as follows: 13% for sales of goods, processing/repair/maintenance services, leasing of tangible movable property, or import of goods; 9% for sales of transportation, postal, basic telecom, construction, or immovable property leasing services; sales of immovable property; transfer of land-use rights; or sale/import of specific goods; 6% for sales of services or intangible assets; 0% for export of goods or cross-border sales of services/intangible assets within State Council-prescribed scope.

FOREIGN EXCHANGE MANAGEMENT IN THE PRC

The lawful currency of the PRC is Renminbi, which is currently subject to foreign exchange control and cannot be freely converted into foreign currency. The SAFE under the People's Bank of China (the "PBOC"), is responsible for the administration of all matters relating to foreign exchange, including the enforcement of foreign exchange control regulations.

The Regulations of the People's Republic of China on Foreign Exchange Administration (《中華人民共和國外匯管理條例》), promulgated by the State Council on January 29, 1996, implemented on April 1, 1996 and latest amended on August 5, 2008 classify all international payments and transfers into current account and capital account. For current account, the financial institutions operating the business of foreign exchange settlement and sale shall be subject to reasonable examination of the authenticity of the transaction documents and their consistency with the foreign exchange receipts and expenditures, as well as to the supervision and inspection of the foreign exchange administration authorities. For capital items, direct investment in the PRC by foreign institutions and individuals abroad shall be registered with the foreign exchange administration authorities after approval by the relevant competent authorities. Foreign exchange earnings obtained from abroad may be repatriated or deposited abroad, and foreign exchange and settlement funds for capital projects shall be utilised in accordance with the purposes approved by the relevant competent authorities and foreign exchange administration authorities. When a serious imbalance in the international balance of payments occurs or is likely to occur, or when a serious crisis in the national economy occurs or is likely to occur, the State may take the necessary safeguard and control measures for the international balance of payments.

The Regulations on the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》), which was promulgated by the PBOC on June 20, 1996, and implemented on July 1, 1996, deleted other restrictions on foreign currency exchange in the current account, but imposed existing restrictions on foreign exchange transactions in the capital account.

According to the Announcement on Improving the Reform of the RMB Exchange Rate Regime (《關於完善人民幣匯率形成機制改革的公告》) promulgated and implemented by the PBOC on July 21, 2005, the PRC has implemented a managed floating exchange rate regime since July 21, 2005, with its exchange rate adjusted on the basis of market supply and demand and with reference to a basket of currencies. As a result, the RMB exchange rate is no longer pegged to US dollar only. The PBOC publishes, after the market closes on each working day, the closing price of the exchange rate of the United States dollar and other currencies traded in the inter-bank foreign exchange market against the RMB on that day, which serves as the mid-price for transactions of that currency against the RMB on the following working day.

According to the relevant laws and regulations in the PRC, PRC enterprises (including foreign investment enterprises) which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened in designated foreign exchange banks by providing valid transaction receipts and certificates. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, based on resolutions of the Board of Directors or the shareholders' meetings on the distribution of profits, effect payment from foreign exchange accounts or exchange and pay at designated foreign exchange banks.

Pursuant to the Decisions of the State Council on Matters including Canceling and Adjusting a Batch of Administrative Approval Items (《國務院關於取消和調整一批行政審批項目等事項的決定》) as promulgated by the State Council on October 23, 2014, has cancelled the requirement for approval by the SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of overseas shares into RMB domestic accounts.

According to the Circular of the State Administration of Foreign Exchange on Issues concerning the Administration of Foreign Exchange Involved in Overseas (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) issued and implemented by the SAFE on December 26, 2014, a domestic company shall, within 15 business days from the date of closure of the overseas listing issue, register for the overseas listing with the local SAFE branch office in the place where the company is established; proceeds from overseas listings may be repatriated to domestic accounts or retained offshore, subject to usage restrictions specified in the offering documents and applicable disclosure materials.

According to the Notice of on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated on February 13, 2015 and implemented on June 1, 2015, the SAFE has cancelled two administrative approval matters including the approval of foreign exchange registration under domestic direct investment and the approval of foreign exchange registration under overseas direct investment, instead, banks shall directly examine and handle foreign exchange registration under domestic direct investment and foreign exchange registration under overseas direct investment, and the SAFE and its branches shall indirectly regulate the foreign exchange registration of direct investment through banks.

According to the Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies for the Administration over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) issued and implemented by the SAFE on June 9, 2016, the foreign exchange receipts under capital accounts (including funds repatriated through overseas listing) subject to discretionary settlement as expressly prescribed in the relevant policies may be settled with banks according to the actual need of the domestic institutions for business operation. Domestic institutions may settle up to 100% of foreign exchange receipts under capital accounts for the time being, and the SAFE may adjust the above proportion in due time according to international balance of payments situation.

THE PRC LEGAL SYSTEM

The PRC legal system is founded on the Constitution and comprises written laws, administrative regulations, local regulations, departmental/local government rules, ratified international treaties, and ancillary regulatory instruments. While court judgments do not constitute binding precedent, they serve as judicial references. The Supreme People's Court may issue de facto binding judicial interpretations.

Pursuant to the Constitution and the Legislation Law (2023 Revision) (中華人民共和國立法法), legislative power resides with the National People's Congress ("NPC") and its Standing Committee. The NPC enacts basic laws governing civil and criminal matters and state organs; the Standing Committee formulates non-basic laws and may supplement and modify NPC-enacted laws during NPC adjournments, provided such actions adhere to statutory fundamental principles.

The State Council, as the supreme administrative organ, formulates administrative regulations. Provincial-level people's congresses may enact local regulations aligned with regional exigencies, provided they conform to superior legislation. Ministries under the State Council and local governments may issue rules within their delegated authority.

The Constitution holds supreme legal authority. All legislation must conform thereto, with laws superseding administrative regulations and local rules, and administrative regulations prevailing over local regulations and rules.

The NPC may annul Standing Committee-enacted laws or approved regulations violating the Constitution and the Legislation Law. The Standing Committee may invalidate non-compliant administrative and local regulations. The State Council and provincial authorities possess analogous annulment and amendment powers over subordinate rules.

Statutory interpretation authority rests solely with the Standing Committee per the Constitution and the Legislation Law. The Supreme People's Court may interpret specific legal applications in adjudication under the 1981 Decision on Strengthening Legal Interpretation. Administrative and regional rule-making bodies retain interpretive authority over their respective promulgated instruments.

THE PRC JUDICIAL SYSTEM

The judicial system comprises the Supreme People's Court (SPC), local people's courts (primary, intermediate, and higher levels), and special courts, as established under the Constitution and the People's Courts Organization Law (2018 Revision)(中華人民共和國人民法院組織法). Higher-level courts supervise subordinate courts, while procuratorates exercise legal oversight over civil proceedings. The SPC oversees judicial administration nationwide.

The PRC Civil Procedure Law (2023 Revision) (中華人民共和國民事訴訟法), came into effect on January 1, 2024, governs civil actions, including jurisdiction, procedural rules, and judgment enforcement. Civil cases are generally initiated in the defendant's domicile court. Parties may contractually designate a competent forum (e.g., plaintiff/defendant domicile, contract performance location), provided such selection respects jurisdictional hierarchy and exclusive jurisdiction rules.

Foreign parties enjoy litigation rights equal to PRC entities but must retain PRC legal counsel. Reciprocal treatment applies: PRC courts may restrict rights of foreign nationals if their home courts impose analogous limitations on PRC parties. International judicial assistance (e.g., document service, evidence collection) is permitted under treaties or reciprocity principles, subject to sovereignty and public interest exceptions.

Legally effective judgments/arbitral awards must be performed. Non-compliance entitles prevailing parties to seek court enforcement within two years. Where the judgment debtor or assets are extraterritorial, recognition/enforcement may be sought directly in foreign courts or via treaty and reciprocity mechanisms. PRC courts similarly recognize foreign judgments absent violations of fundamental legal principles, sovereignty, security, or public interest.

COMPANY LAW OF THE PEOPLE'S REPUBLIC OF CHINA

Company Law of the People's Republic of China (中華人民共和國公司法) was promulgated by the Standing Committee of the NPC on 29 December 1993 and came into effect on 1 July 1994, revised on 25 December 1999, 28 August 2004, 27 October 2005, 28 December 2013 and 26 October 2018 respectively. The latest revision was made on 29 December 2023 and came into effect on 1 July 2024. Set out below is a summary of the major provisions of the Company Law.

General

A joint stock limited company refers to a corporate legal person incorporated in China under the Company Law with independent legal person properties and entitlements to such legal person properties. The company shall bear the responsibility for its debts with all its assets, and the Shareholders of a joint stock limited company shall bear responsibilities to the company within the scope of the number of shares they subscribe for.

Incorporation

A joint stock limited company may be incorporated by promotion or subscription. A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the People's Republic of China. For a joint stock limited company incorporated by way of promotion, the promoters shall subscribe for the full number of shares to be issued at the time of its establishment as stipulated in the Articles of Association. For a joint stock limited company incorporated by way of subscription, the number of shares subscribed by the promoters shall not be less than 35% of the total number of shares to be issued at the time of its establishment as stipulated in the Articles of Association, unless otherwise provided by laws or administrative regulations.

For companies incorporated by way of promotion, the promoters shall subscribe for the full number of shares to be issued at the time of its establishment as stipulated in the Articles of Association and pay up their capital contributions under the Articles of Association. Procedures relating to the transfer of titles to non-monetary assets shall be duly completed if such assets are to be contributed as capital. If the promoters fail to pay up the shares them have subscribed for, or if the actual value of the non-monetary assets used as capital contribution is significantly less than the shares subscribed for, the other promoters shall be jointly and severally liable with the promoter to the extent that the capital contribution is insufficient. After the promoters have confirmed the capital contribution under the Articles of Association, a Board of Directors and a Supervisory Committee shall be elected and the Board of Directors shall apply for registration of establishment by filing the Articles of Association with the company registration authorities, and other documents as required by the law or administrative regulations.

For companies incorporated by way of subscription, the number of shares subscribed by the promoters shall not be less than 35% of the total number of shares to be issued at the time of its establishment as stipulated in the Articles of Association, unless otherwise provided by laws or administrative regulations. A promoter who offers shares to the public shall publish a document and prepare a subscription letter to be completed, signed or sealed by subscribers, specifying the number and amount of shares to be subscribed for and the subscribers' addresses. The subscribers shall fully paid up monies for the shares they subscribe for. Where the company is offering shares to the public, such offer shall be underwritten by security companies established under PRC law, and underwriting agreements shall be entered into. The company offering shares to the public shall also enter into agreements with banks in relation to the receipt of subscription monies. The receiving banks shall receive and keep in custody the subscription monies, issue receipts to subscribers who have paid the subscription monies and is obliged to furnish evidence of receipt of those subscription

monies to relevant authorities in accordance with the agreement. After the subscription monies for the share issue have been paid in full, a capital verification institution established under PRC laws shall be engaged to conduct a capital verification and furnish a certificate thereof. The promoters shall convene an inauguration meeting within 30 days from the date of the full payment of the shares to be issued at the time of the establishment of the company. The inauguration meeting shall be held in the presence of a majority of the subscribers holding voting rights. Where the shares to be issued remain undersubscribed at the time of the establishment of the company, where the shares issued remain undersubscribed by the deadline stipulated in the document, or where the promoter fails to convene an inauguration meeting within 30 days of the subscription monies for the shares issued being fully paid up, the subscribers may demand that the promoters refund the subscription monies so paid together with the interest at bank rates of a deposit for the same period. Within 30 days after the conclusion of the inauguration meeting, the Board of Directors shall authorize its representative to apply to the company registration authority for registration of the establishment of the company. A company is formally established and has the capacity of a legal person after approval of registration has been given by the relevant company registration authority for industry and commerce and a business license has been issued.

The legal consequences of the civil activities undertaken by the Shareholders at the time of the establishment of the company for the establishment of the company shall be borne by the company. If the company is not established, the legal consequences shall be borne by the Shareholders at the time of its establishment; if the Shareholders at the time of its establishment are two or more persons, they shall enjoy joint and several claims and bear joint and several liabilities. The third party shall have the right to choose to request the company or the Shareholders at the time of its establishment to bear the civil liabilities arising from civil activities conducted by the Shareholders at the time of its establishment in their own names for the purpose of establishing the company. If the Shareholders at the time of establishment cause damage to others by performing their duties for the establishment of the company, the company or the Shareholders who are not at fault may, after assuming the liability, recover it from the Shareholders who are at fault.

Registered Capital

The promoters may make a capital contribution in currencies, or non-monetary assets such as in kind, intellectual property rights, land use rights, equity, and debentures which can be appraised with monetary value and transferred lawfully, except for assets which are prohibited from being contributed as capital by the laws or administrative regulations. For capital contributions made in non-monetary assets, a valuation of the assets contributed must be carried out to for verification without any overvaluation or under-valuation. If laws and administrative regulations provide otherwise on the valuation, such laws and administrative regulations shall prevail.

The issuance of shares shall be conducted in a fair and equitable manner. Each share of the same class shall rank *pari passu.* Shares of the same class issued at the same time shall be issued on the same conditions and at the same price. The same price per share shall be paid by any subscriber. A corporation that offers any particular classes of shares shall state in the company bylaws the following matters: (1) The order of distribution of profits or residual property to the particular classes of shares; (2) The number of voting rights carried by each share of a particular class; (3) Restrictions on the transfer of the particular classes of shares; (4) Measures for protecting the rights and interests of minority shareholders; (5) Other matters as a shareholders' meeting considers needed.

The shares of a company shall be in the form of stocks. Stock is a certificate issued by a company to certify the shares held by Shareholders. A company may issue registered stocks. The issue price of stocks with nominal value may be equal to or greater than the nominal value of the stock, but may not be less than the nominal value. A PRC domestic company must file with the CSRC to offer its shares to the overseas public. According to the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises ("Trial Measures") (境內企業境外發行證券和上市管理試行方法), target investors of overseas offering and listing by domestic companies shall be overseas investors, unless prescribed in the Trial Measures or otherwise stipulated by the state.

Increase in Registered Capital

Pursuant to the relevant provisions of the Company Law, where a company is issuing new shares, resolutions shall be passed at a shareholders' meeting in accordance with the Articles of Association in respect of the class and amount of the new shares, the issue price of the new shares, the commencement and end dates for the issue of the new shares and the class and amount of the new shares proposed to be issued to existing shareholders. For the issue of shares without par value, resolutions shall also be passed on the amount of proceeds from the issue of the new shares to be included in the registered capital.

Reduction of Registered Capital

A company shall reduce its registered capital in accordance with the following procedures prescribed by the Company Law: (1) the company shall prepare a balance sheet and a property list; (2) the reduction of registered capital shall be approved by Shareholders at a shareholders' meeting; (3) the company shall notify its creditors within 10 days and publish an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days from the day on which the resolution approving the reduction of registered capital was passed; (4) the creditors of the company are entitled to require the company to repay its debts or provide guarantees for such debts within 30 days from receipt of the notification or within 45 days from the date of the announcement if he/she/it has not received any notification; and (5) the company shall apply to the company registration authority for change in registration.

Repurchase of Shares

Pursuant to the Company Law, a company may not purchase its own shares other than for the following purposes: (1) reducing its registered capital; (2) merging with other companies which hold its shares; (3) carrying out an employee stock ownership plan or equity incentive plan; (4) acquiring its shares at the request of its Shareholders who vote in the shareholders' meeting against a resolution regarding a merger and division; (5) utilizing the shares for conversion of listed corporate bonds which are convertible into shares; and (6) where it is necessary for the listed company to safeguard the value of the company and the interests of its Shareholders.

Following the acquisition by a company of its own shares in accordance with these requirements, such shares shall be canceled within 10 days from the date of the acquisition under the circumstance in item (1); such shares shall be transferred or canceled within six months under the circumstances in items (2) or (4); the total shares held by the company shall not exceed 10% of the total shares issued by the company and such shares shall be transferred or canceled within three years under the circumstances in items (3), (5) or (6).

A listed company shall perform its information disclosure obligations in accordance with the provisions of the Securities Law of the PRC when acquiring its own shares. The acquisition by a listed company of its own shares in circumstances as set out in items (3), (5) and (6) of this article shall be conducted through open centralized trading.

The company shall not accept its own shares as the subject of pledge.

Transfer of Shares

Shares held by Shareholders may be transferred legally. Pursuant to the Company Law, transfer of shares by Shareholders shall be carried out at a legally established stock exchange or in other means stipulated by the State Council. Transfer of shares shall be carried out after the Shareholders endorse the back of the share certificates or in other manner specified by laws and administrative regulations. Following the transfer, the company shall enter the names and addresses of the transferees into its share register. No changes in the share register shall be effected during a period of 20 days prior to convening a shareholders' meeting or 5 days prior to the record date for the purpose of determining entitlements to dividend distributions, unless otherwise stipulated by laws, administrative regulations or the securities regulatory institution under the State Council on the changes in the share register of listed companies.

Pursuant to the Company Law, shares of the company issued prior to the offering of shares may not be transferred within one year of the date of the company's listing on a stock exchange. Where there are other provisions in laws, administrative regulations or the securities regulatory institution under the State Council on the transfer of shares held by Shareholders or actual controllers of listed companies, such provisions shall prevail.

Directors, Supervisors and the senior management of a company shall declare to the company their shareholdings in it and changes in such shareholdings. During their defined terms of office, they may transfer no more than 25% of the total number of shares they hold in the company every year. They shall not transfer the shares they hold within one year from the date of the company's listing on a stock exchange, nor within six months after they leave office in the company. The Articles of Association may set out other restrictive provisions in respect of the transfer of shares in the company held by its Directors, Supervisors and the senior management. If shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right during the restricted transfer period.

Shareholders

Under the Company Law, the rights of a Shareholder include: (1) to be entitled to assets income, participate in significant decision-making and select management personnel; (2) to petition the people's court to revoke any resolution of a shareholders' meeting or a meeting of the Board of Directors that has been convened or whose voting has been conducted in violation of the laws, administrative regulations or the Articles of Association, or any resolution the contents of which is in violation of the Articles of Association, provided that such petition shall be submitted by the Shareholders to the people's court within 60 days of the passing of such resolution; (3) to transfer his/her Shares legally; (4) to attend or appoint a proxy to attend shareholders' meetings and exercise the voting rights; (5) to inspect and copy the Articles of Association, share register, the minutes of shareholders' meetings, resolutions of the meeting of the Board, resolutions of the meeting of the Supervisory Committee and the financial and accounting reports, and to make suggestions or inquiries in respect of the company's operations; (6) to receive dividends in respect of the number of Shares held; (7) to participate in the distribution of residual properties of the company in proportion to their shareholdings upon the liquidation of the company; and (8) any other Shareholders' rights provided for in laws, administrative regulations, other normative documents and the Articles of Association.

The obligations of Shareholders include the obligation to abide by the company's Articles of Association, to pay the subscription monies in respect of the Shares subscribed for, to be liable for the company's debts and liabilities to the extent of the amount of subscription monies agreed to be paid in respect of the Shares taken up by them and any other Shareholder obligation specified in the Articles of Association.

Upon the establishment of a company, the Board of Directors shall verify the capital contributions of the Shareholders and, if it finds that a Shareholder has not paid the capital contributions stipulated in the Articles of Association in full and on time, it shall issue a written reminder from the company to the Shareholder to call for the payment of the capital contributions. If the failure to fulfill the obligations stipulated in the preceding paragraph in a timely manner causes losses to the company, the responsible Director shall be liable for compensation. If a Shareholder fails to pay the capital contribution in accordance with the date stipulated in the Articles of Association, and the company issues a written reminder to call for the payment of the capital contribution in accordance with the above provisions, the company may specify a grace period for the payment of the capital contribution; the grace period shall not be less than sixty days from the date of the issuance of the reminder by the company. If the grace period expires and the Shareholder still fails to fulfill the obligation to make the capital contribution, the company may, by resolution of the Board of Directors, issue a notice of forfeiture to the Shareholder, which shall be in written form. From the date of issuance of the notice, the Shareholder shall lose his/her equity interest in the unpaid capital. The equity lost in accordance with the above provisions shall be transferred in accordance with the law, or the registered capital shall be reduced accordingly and the equity shall be canceled; if the equity is not transferred or canceled within six months, the other

Shareholders of the company shall pay the corresponding capital in full according to the proportion of their capital contributions. If a Shareholder disagrees with the loss of equity, he or she shall, within thirty days from the date of receipt of the notice of loss of equity, file a lawsuit with the people's court.

Shareholders' meeting

The shareholders' meeting is the organ of authority of the company, which exercises its functions and powers in accordance with the Company Law. The shareholders' meeting may exercise following functions and powers: (1) to elect or replace the Directors and Supervisors and to decide on the matters relating to the remuneration of Directors and Supervisors; (2) to consider and approve the reports of the Board of Directors; (3) to consider and approve the reports of the Supervisory Committee; (4) to consider and approve the company's profit distribution proposals and loss recovery proposals; (5) to decide on any increase or reduction of the company's registered capital; (6) to decide on the issue of corporate bonds; (7) to decide on merger, division, dissolution and liquidation of the company or change of its corporate form; (8) to amend the Articles of Association; and (9) to exercise any other functions and powers stipulated in the Articles of Association. The shareholders' meetings may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.

Under the Company Law, a shareholders' meeting is required to be held once a year. An extraordinary general meeting is required to be held within two months upon the occurrence of any of the following: (1) the number of Directors is less than the number required by the law or less than two-thirds of the number specified in the Articles of Association; (2) the outstanding losses of the company amounted to one-third of the total share capital; (3) Shareholders individually or in aggregate holding more than 10% of the company's Shares request to convene an extraordinary general meeting; (4) the Board of Directors deems necessary; (5) the Supervisory Committee so proposes; or (6) other circumstances as provided in the Articles of Associations.

A shareholders' meeting is convened by the Board of Directors and presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his or her duties, the meeting shall be presided over by the vice chairman. If the vice chairman is incapable of performing or is not performing his or her duties, a Director jointly recommended by more than half of Directors shall preside over the meeting. If the Board of Directors is unable to or fails to perform its duty of convening the shareholders' meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner. If the Supervisory Committee fails to convene and preside over such meeting, Shareholders who individually or jointly hold more than 10% of the company's Shares for more than 90 consecutive days may independently convene and preside over such meeting. In the event that Shareholders who individually or collectively hold more than 10% of the company's Shares request the convening of an extraordinary general meeting, the Board of Directors or the Supervisory Committee shall make a decision on whether or not to convene an extraordinary general meeting within ten days from the date of receipt of the request, and shall reply to the Shareholders in writing.

In accordance with the Company Law, a notice stating the date and venue of the meeting and the matters to be considered at the meeting shall be given to all Shareholders 20 days before the meeting if the shareholders' meeting is convened. Notice of the extraordinary general meeting shall be given to all Shareholders 15 days before the meeting.

Shareholders who individually or jointly hold more than one percent of the Shares of the company may submit an interim proposal in writing to the Board of Directors ten days before the shareholders' meeting is held, the interim proposal should have clear topics and specific resolutions. The Board of Directors shall notify other Shareholders within two days upon receipt of the proposal, and submit the interim proposal to the general meeting for deliberation. Except where the interim proposals violate the provisions of laws, administrative regulations or the Articles of Association, or do not fall within the terms of reference of the shareholders' meetings. The company shall not increase the percentage of shareholding of the Shareholders who make the interim proposals. A company that makes a public offering of its Shares shall give the notice required by the preceding two paragraphs by means of the announcement. The contents of the interim proposals shall fall

within the terms of reference of the shareholders' meeting, and the proposals shall provide a clear subject of resolution and specific matters for resolution. The shareholders' meeting shall not make any resolution in respect of any matter not set out in such notices.

According to the Company Law, Shareholders present at shareholders' meeting shall have one vote for each Share they hold, except for class Shareholders. The Company's Shares held by the company are not entitled to any voting rights.

An accumulative voting system may be adopted for the election of Directors and Supervisors at the shareholders' meeting pursuant to the provisions of the Articles of Association or the resolutions of the shareholders' meeting. Under the accumulative voting system, when Directors or Supervisors are being elected at a shareholders' meeting, each Share has as many voting rights as the number of candidates for Directors or Supervisors, and the voting rights can be used collectively by Shareholders on one or more Directors or Supervisors at the time of voting.

Under the Company Law, resolutions of the shareholders' meeting must be passed by more than half of the voting rights held by Shareholders present at the meeting, with the exception of resolutions relating to merger, division or dissolution of a company, increase or reduction of registered share capital, change of corporate form or amendments to the Articles of Association, which in each case must be passed by more than two-thirds of the voting rights held by the Shareholders present at the meeting. If the Shareholders appoint agents to attend the shareholders' meeting, the matters, authority and duration of the agent's agency shall be clarified; the agent shall submit a power of attorney of the Shareholder to the company and exercise the voting rights within the scope of the authorization.

Minutes shall be prepared in respect of the decisions on the matters considered at the shareholders' meetings and the chairperson and Directors attending the meeting shall endorse such minutes by signature. The minutes shall be kept together with the signature book of Shareholders attending the meeting and power of attorney of proxy.

Board of Directors

Under the Company Law, a joint stock limited company shall have Board of Directors, a joint stock limited company of smaller size or with fewer Shareholders may not have Board of Directors and may have one Director exercising the functions and powers of the Board of Directors as prescribed by the Company Law. The Director may serve concurrently as the manager of the company.

The Board of Directors of the company shall consist of at least three members, which shall comprise staff representatives of the company. For a limited liability company with more than 300 employees, except for the Supervisory Committee established in accordance with the law and with staff representatives of the company, there shall be staff representatives of the company among the members of Board of Directors. The staff representatives in the Board of Directors shall be elected democratically by the staff of the company at the staff representative assembly, staff meeting or otherwise.

Under the Company Law, a joint stock limited company shall have Board of Directors, which shall consist of at least three members. Members of the Board of Directors may include staff representatives of the company, who shall be elected democratically by the staff of the company at the staff representative assembly, staff meeting or otherwise. The term of office of the Directors shall be stipulated in the Articles of Association, but each term shall not exceed three years. The Directors may be eligible for re-election upon completion of the term. A Director shall continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations and Articles of Association until a duly re-elected Director of the company takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of Directors during the term of office results in the number of Directors being less than the quorum.

Under the Company Law, the Board of Directors exercises the following functions and powers: (1) to convene the shareholders' meeting and report on its work to the shareholders' meetings; (2) to implement the resolution of the shareholders' meeting; (3) to decide on a company's operational plans and investment proposals; (4) to formulate the company's proposals for profit distribution and for recovery of losses; (5) to formulate proposals for the increase or reduction of the registered capital of the company and the issue of corporate bonds; (6) to prepare plans for the merger, division, dissolution of the company or change of the form of a company; (7) to decide on the establishment of the company's internal management structure; (8) to decide to appoint or dismiss the company's manager and the remuneration, and based on the manager's recommendation, to decide to appoint or dismiss deputy manager and financial officers of a company and their remuneration; (9) to formulate a company's basic management system; and (10) other functions and powers stipulated in the Articles of Association or conferred by the shareholders' meetings. Any restriction on the powers of the board of directors imposed by the company bylaws may not be set up against a bona fide opposite party.

The term of office of the Directors shall be stipulated in the Articles of Association, but each term shall not exceed three years. The Directors may be eligible for re-election upon completion of the term. A Director shall continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations and Articles of Association until a duly re-elected Director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of Directors during the term of office results in the number of Directors being less than the quorum. If the Director resigns, the company shall be notified in writing, and the resignation shall take effect on the date the company receives the notice. However, if there is a situation stipulated in the preceding paragraph, the Director shall continue to perform his duties.

The shareholders' meetings may resolve to dismiss a Director, and the dismissal shall take effect on the date of the resolution. If a director is dismissed before the expiration of his/her term of office without a valid reason, the Director may request the company to compensate him/her.

Board Meeting

Pursuant to the Company Law, the Board of Directors is required to convene at least two meetings per year, and all Directors and Supervisors shall be notified of each meeting ten days prior to the date of the meeting. Shareholders representing more than ten percent of the voting rights, more than one-third of the Directors or the Supervisory Committee may propose to convene an interim board meeting. The chairman of the Board shall convene and preside over the board meeting within ten days from the receipt of the proposal. The Board of Directors may convene an interim meeting by setting a separate notification method and notification time limit for convening the Board of Directors. The board meeting shall be held upon the attendance of more than half of the Directors. Resolutions made by the Board of Directors shall be approved by a majority of all Directors. Voting on the resolutions of the Board of Directors shall be carried out on a one-person-one-vote basis. Board meetings shall be attended by the Directors themselves; if a Director is unable to attend for any reason, he/she may delegate in writing to another Director to attend on his/her behalf, and the scope of the authorization shall be set out in the power of attorney. The Board of Directors shall keep minutes of resolutions on matters discussed at the meetings, and the minutes shall be signed by the Directors present at such meetings.

If a resolution of the Board of Directors contravenes the laws, administrative regulations or the Articles of Association or a resolution of the shareholders' meeting causing the company to sustain substantial losses, the Directors involved in passing such resolutions shall be liable to indemnify the company provided that if a Director is proved to have expressed his/her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such Director may be discharged from liability Chairman.

Pursuant to the Company Law, the Board of Directors shall have one chairman and vice chairmen. The chairman and the vice chairman of the Board of Directors shall be elected by more than half of all Directors. The chairman shall convene and preside over the board meeting and check on the implementation of resolutions of the Board of Directors. The vice chairman shall assist the

chairman to work, and when the chairman is unable to or does not perform his/her duties, the vice chairman shall perform the duties; where the vice chairman is unable to or does not perform his/her duties, a Director jointly elected by more than half of the Directors shall perform the duties.

The Qualifications of Directors

A Director of a company: (1) persons without capacity or restricted capacity to undertake civil liabilities; (2) persons who have committed the offense of corruption, bribery, taking of property, misappropriation of property or destruction of the order of socialist market economy, or persons who have been deprived of their political rights due to criminal offense, where less than five years have elapsed since the date of the completion of implementation of this deprivation; and less than two years have elapsed since the date of the completion of the probation period if probation is announced; (3) persons who acted as Directors, factory managers or managers of a company or an enterprise that has been bankrupt and liquidated, and those persons are personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise; (4) persons who were legal representatives of a company or enterprise that had their business licenses revoked and were ordered to close down as a result of infringing the law and shall bear personal liabilities therefore, where three years have not lapsed following the date of revocation of such business licenses and the closure ordered of the company or enterprise; and (5) persons who is listed as a defaulter by a people's court since he is personally liable for a substantial loan which is due for payment but remains unpaid.

If a company violates the provisions of the preceding paragraph in electing or appointing a Director, such election or appointment shall be void and null. If any of the above circumstances occurs during a Director's term of office, the company shall dismiss him/her.

Supervisory Committee

According to the Company Law, a joint stock limited company shall have a Supervisory Committee, a joint stock limited company with a smaller size or with fewer Shareholders may not have a Supervisory Committee, and may have one Supervisor exercising the functions and powers of the Supervisory Committee as stipulated in the Company Law. A joint stock limited company may, in accordance with the provisions of its Articles of Association, establish an Audit Committee comprising Directors under the Board of Directors to exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law, and may not have a Supervisory Committee or Supervisors.

Audit Committee

According to the Company Law, the audit committee shall be composed of at least 3 members, and more than half of the members shall not assume any position other than the director in the company and shall not have any relationship with the company that may affect their independent and objective judgments. Among the members of the board of directors of the company, an employees' representative may become a member of the audit committee.

A resolution made by the audit committee shall be adopted by more than half of the members thereof. For voting on a resolution of the audit committee, each member shall have one vote. The discussion methods and voting procedures of the audit committee shall be prescribed in the articles of association, unless it is otherwise provided for by this Law.

Manager and Senior Management

According to the Company Law, a company shall have a manager who shall be appointed or removed by the board of directors. The Manager is accountable to the board of directors and shall exercise his/her functions and powers in accordance with the provisions of the articles of association of the company or as authorized by the board of directors. The manager shall attend the board meetings. The board of directors of a company shall determine that a member of the board of directors shall also be a manager.

According to the Company Law, senior management shall mean the manager, deputy manager(s) and person-in-charge of finance of a company, secretary to the board of directors of a listed company and other personnel as stipulated in the articles of association.

Duties of Directors, Supervisors and Senior Management

Directors, supervisors and senior management shall comply with laws, administrative regulations and the articles of association. Directors, supervisors and senior management have a duty of loyalty to the company and shall take measures to avoid any conflict between their own interests and the interests of the company, and shall not make use of their functions and powers to obtain improper benefits. Directors, supervisors and senior management have a duty of diligence to the company, and shall perform their functions with the reasonable attention generally expected of a manager in the best interests of the company. The above provisions shall be applicable to controlling shareholders and actual controllers of the company who do not act as directors of the company but actually execute the affairs of the company.

Directors, supervisors and senior management shall not engage in the following behaviors: (1) misappropriating the properties or funds of a company; (2) opening accounts and depositing the funds of a company in his/her own name or in the name of other individuals; (3) using his/her functions and powers to bribe or accept other illegal income; (4) accepting commissions for transactions between a company and any other person for his/her personal use; (5) disclosing secrets of a company without authorization; (6) other behaviors that violate the obligation of loyalty to a company.

Where a director, supervisor or senior management is required to attend a shareholders' meeting, such director, supervisor or senior management shall attend the meeting and answer the inquiries from shareholders.

Where a director, supervisor or senior management violates laws, administrative regulations or the provisions of the articles of association in the performance of his/her functions and causes losses to a company, he/she shall be liable to make compensation. Where a director or senior management violates laws, administrative regulations or the provisions of the articles of association and causes damage to the interests of shareholders, the shareholders shall be entitled to initiate an action to the People's Court. If a controlling shareholder or an actual controller of a company instructs a director or senior management to engage in an act that is detrimental to the interests of the company or the shareholders, he/she and the director or senior management shall be jointly and severally liable.

Finance and Accounting

Under the Company Law, a company shall establish financial and accounting systems according to laws, administrative regulations and the provisions of the financial department of the State Council. The company shall prepare a financial and accounting report which shall be audited by an accounting firm as required by law at the end of each financial year. The financial and accounting report shall be prepared in accordance with the laws, administrative regulations and the provisions of the financial department of the State Council. The company shall make its financial and accounting reports available at the company for inspection by the shareholders at least 20 days before the convening of an annual general meeting. Companies with limited liability that have issued shares to the public are required to announce their financial accounting reports.

When distributing each year's after-tax profits, it shall withdraw 10% of its profits into a statutory reserve fund of the company. If the accumulated amount of the company's statutory reserve fund is more than 50% of the company's registered capital, it may no longer be withdrawn. If the statutory reserve fund of the company is not sufficient to make up losses of the previous year, profits of the current year shall be applied to make up losses before the withdrawal of the statutory reserve fund pursuant to the above provisions. After the withdrawal of the statutory reserve fund from after-tax profits of the company, it may, upon a resolution passed at the shareholders' meeting, withdraw discretionary reserve fund from after-tax profits. After-tax profits remaining after the company has made up for its losses and withdrawn its provident fund, the company with limited

liability shall distribute profits in accordance with the proportion of the shareholders' paid-in capital, unless all shareholders agree not to distribute profits in accordance with the proportion of their capital contributions; the company with limited liability distributes profits in accordance with the proportion of the number of shares held by the shareholders, unless otherwise provided for in the articles of association. No profits shall be distributed in respect of the shares of the company held by the company.

If a company distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the provisions to the company; if losses are caused to the company, the shareholders and responsible directors, supervisors and senior management shall be liable for compensation.

The premiums received by the company from the issuance of shares at an issue price in excess of the par value of the shares, the amount of share proceeds from the issuance of no-par shares that is not included in the registered capital and other items that are required by the finance department of the State Council to be included in the capital reserve fund shall be classified as the company's capital reserve fund.

The company's reserve fund shall be applied to make up losses of the company, expand its production and operations or be converted to increase the registered capital of the company. Reserve fund to make up for the company's losses, should first use the discretionary reserve fund and statutory reserve fund; if it still cannot make up for the loss, the capital reserve fund can be used in accordance with the provisions. Upon the conversion of statutory reserve fund to increase the registered capital, the balance of the statutory reserve fund shall not be less than 25% of the registered capital of the company before such conversion.

The Company shall have no other accounting books except the statutory accounting books. Its funds shall not be deposited in any accounts opened in the name of any individual.

Appointment and Retirement of Accounting Firms

Pursuant to the Company Law, the appointment or dismissal of accounting firms responsible for the auditing of the company shall be determined by the shareholders' meeting, the board of directors and the supervisory committee in accordance with provisions of articles of association. The accounting firm should be allowed to make representations when the shareholders' meeting, the board of directors and the supervisory committee of the company conducts a vote on the dismissal of the accounting firm.

The company should provide true and complete accounting evidences, accounting books, financial and accounting reports and other accounting data to the accounting firm it employs without any refusal, withholding and misrepresentation.

Distribution of Profits

According to the Company Law, a company shall not distribute profits before losses are covered and the statutory reserve is drawn.

Amendments to Articles of Association

According to the Company Law, a resolution to amend the articles of association made at a shareholders' meeting must be passed by shareholders representing more than two-thirds of the voting rights.

Dissolution and Liquidation

According to the Company Law, a company shall be dissolved by the following reasons: (1) the term of its operations set down in the articles of association has expired or other events of dissolution specified in the articles of association have occurred; (2) the shareholders' meeting have resolved to dissolve; (3) the company is dissolved by reason of merger or division; (4) the business

license is revoked in accordance with the law; the company is ordered to close down or be revoked; (5) The People's Court dissolves the company in accordance with the relevant provisions of the Company Law. In the event that a company is dissolved under the above provisions, the company shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.

If a company is in the situation described in (1) above and has not yet distributed its property to its shareholders, it may survive by amending its articles of association or by a resolution of a shareholders' meeting. Amendments to the Articles of Association in accordance with the above provisions or resolutions of a shareholders' meeting shall be approved by shareholders holding more than two-thirds of the voting rights in the case of a company with limited liability, and by over two-thirds of the voting rights of the shareholders present at the shareholders' meeting in the case of a joint stock company.

In the event that the company has experienced material difficulties in operation and management, and the continuous survival would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the voting rights of the Company may appeal to the People's Court for dissolution of the company.

If a company is dissolved due to the circumstances mentioned in (1), (2), (4) or (5) above, it shall be liquidated. The directors, as the company's liquidation obligors, shall form a liquidation committee to carry out the liquidation within fifteen days from the date on which the dissolution reasons arise. The liquidation committee shall consist of the directors, unless the articles of association provide otherwise or the shareholders' meeting resolves to elect another person. If a liquidation obligor fails to fulfil its liquidation obligations in a timely manner and causes losses to the company or its creditors, it shall be liable to make compensation. If a liquidation committee is not formed to carry out the liquidation after the expiry of the time limit or if no liquidation is carried out after the liquidation committee is formed, the interested party may apply to the People's Court for the appointment of relevant personnel to form a liquidation committee to carry out the liquidation. The People's Court shall accept the application and promptly organize a liquidation committee to carry out the liquidation.

The remaining assets of the company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the company's debts shall be distributed to shareholders, in the case of a limited liability company, in proportion to the capital contributions of its shareholders and, in the case of a company limited by shares, in proportion to the share held by its shareholders.

During the liquidation period, the company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The assets of the company shall not be distributed to any shareholder before full payments have been made out of the assets according to the above.

If, after sorting out the company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the company's assets are insufficient to repay the company's debts in full, the liquidation committee shall apply to the People's Court for bankruptcy and liquidation.

Merger and Division

According to the Company Law, the merger of the company may take the form of either merger by absorption or merger by establishment of a new entity. Merger by absorption means that a company absorbing another company and the company being absorbed shall be dissolved. Merger by establishment of a new entity means that a merger of two or more companies through the establishment of a new company and the companies being consolidated shall be dissolved.

Overseas Listing

According to 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》) promulgated by the CSRC on 17 February 2023, and came into effect on 31 March 2023, domestic companies in China that seek to list overseas shall submit an application to the CSRC in accordance to such measures.

Securities Laws and Regulations

The Securities Law of the PRC (中華人民共和國證券法) (the "Securities Law") took effect on 1 July 1999 and was revised on 28 August 2004, 27 October 2005, 29 June 2013, 31 August 2014 and 28 December 2019, respectively, and the latest revised Securities Law came into effect on 1 March 2020. This is the first national securities law in the PRC, which is divided into 14 chapters and 226 articles regulating, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the State Council's securities regulatory authorities. The Securities Law comprehensively regulates activities in the PRC securities market. Article 224 of the Securities Law provides that domestic enterprises shall comply with the relevant provisions of the State Council. to list its shares outside the PRC. Currently, the issue and trading of foreign issued shares are mainly governed by the regulations and rules promulgated by the State Council and the CSRC.

LAWS AND REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Patents

According to the Patent Law of the People's Republic of China (《中華人民共和國專利法》) promulgated by the SCNPC in 1984 and amended in 1992, 2000, 2008 and 2020, patents for inventions and utility models may be granted subject to three conditions: novelty, inventiveness and practicability. A patent is valid for a twenty-year term for an invention, a ten-year term for a utility model, or a fifteen-year term for a design (the term of protection of a design patent right for which the application date is up to and including 31 May 2021 is ten years, commencing from the application date), commencing from the application date.

Trademarks

Registered trademarks applied for in China are protected by the Trademark Law of the People's Republic of China (《中華人民共和國商標法》), adopted by the SCNPC in 1982 and amended in 1993, 2001, 2013 and 2019, and the Implementation Rules of the Trademark Law of the People's Republic of China (《中華人民共和國商標法實施條例》), adopted by the State Council in 2002 and amended in 2014. The Trademark Office under the State Intellectual Property Office handles the registration of trademarks, which are valid for ten years and may be renewed for another ten years upon expiry at the request of the trademark holder. Trademark licence agreements must be submitted to the Trademark Office for filing. A trademark licence cannot be used against a bona fide third party without being filed.

Software Copyright

According to the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》) promulgated by the SCNPC in 1990 and amended in 2001, 2010 and 2020 respectively, Chinese citizens, legal persons or unincorporated organisations are entitled to copyright in their works (including computer software) in accordance with the law, regardless of whether or not they are published.

Under the Regulation on Protection of Computer Software (《計算機軟件保護條例》) (revised in 2023), the certificate of registration issued by the software registration institution shall be the preliminary evidence of the registered matters. The software copyright of a legal person or other organisations shall be protected for a period of 50 years, ending on December 31 of the 50th year after the first publication of the software; however, if the software has not been published within 50 years from the date of completion of its development, it shall no longer be protected.

LAW AND REGULATIONS RELATING TO PROPERTY

Pursuant to the Administrative Measures for Commodity Housing Tenancy (《商品房屋租賃管理辦法》) promulgated by the Ministry of Housing and Urban-Rural Development of the People's Republic of China on 1 December 2010 and became effective on 1 February 2011, the lessor and the lessee shall enter into a tenancy contract in accordance with the law. The parties concerned to a housing tenancy shall go through the housing tenancy registration formalities with the competent construction (real estate) departments of the people's government of the municipalities directly, cities and counties where the housing is located within 30 days after the housing tenancy contract is signed. If the tenancy registration and filing is not carried out in accordance with the regulations, the relevant competent authorities may order rectification within a specified time limit or impose a fine.

LAWS AND REGULATIONS RELATING TO LABOUR EMPLOYMENT

Pursuant to the Labor Law of the PRC (《中華人民共和國勞動法》) approved by the SCNPC on 5 July 1994 and last amended on 29 December 2018, and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) (the "Labor Contract Law") approved on 29 June 2007 and amended on 28 December 2012, an entity shall develop and improve rules and regulations in accordance with the law to ensure that workers enjoy their labour rights and fulfill their labour obligations. A labour contract is an agreement between a worker and an entity that establishes the labour relationship and specifies the rights and obligations of both parties. An entity and a worker should enter into a written labour contract that restricts the use of temporary workers and provides workers with long-term job security.

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) (the "Social Insurance Law") promulgated by the SCNPC on 28 October 2010, which became effective on 1 July 2011 and was amended on 29 December 2018, and the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated and effective by the State Council on 22 January 1999, which was amended on 24 March 2019, an entity are required to pay social insurance for their workers in the PRC, including basic pension insurance, basic medical insurance, unemployment insurance, maternity insurance and work injury insurance.

According to the Administration Regulations on the Housing Provident Fund (《住房公積金管理條例》) promulgated by the State Council on 3 April 1999 and effective on the same date, and latest amended on 24 March 2019, entities are required to contribute to the housing provident fund for their workers. If an entity fails to undertake payment and deposit registration of housing provident fund or fails to open the housing provident fund accounts for its employees, the housing provident fund management centre may order the entity to rectify it within the prescribed time limit; where failing to do so at the expiration of the time limit, a fine between RMB10,000 and RMB50,000 may be imposed by competent authorities. An entity shall timely and fully deposit housing accumulation fund, and shall not deposit it exceeding the time limit, or deposit less than it should. The contribution rate of housing funds of workers and entities may not be less than 5% of the monthly average salary in the previous year. If an entity is overdue in the payment or underpays, the housing provident fund management centre shall order the entity to pay up within the prescribed time limit. If the entity still fails to pay up as scheduled, the competent administrative authority may apply to the people's court for compulsory enforcement.

On 31 July 2025, the Supreme People's Court issued the Interpretation (II), and it shall come into force on 1 September 2025. According to this Interpretation (II), where the employer and the employee agree, or the employee promises the employer, that there is no need to pay social insurance premiums, the people's court shall determine that such agreement or promise is invalid. Where the employer fails to pay social insurance premiums in accordance with the law, and the employee requests to terminate the labor contract and for the employer to pay economic compensation in accordance with Article 38 of the Labor Contract Law, the people's court shall

support such claim in accordance with the law. Where such a situation exists, and the employer, after making up the social insurance premiums in accordance with the law, requests the employee to return the social insurance compensation already paid, the people's court shall support such claim in accordance with the law.

LAWS AND REGULATIONS RELATING TO ENVIRONMENTAL PROTECTION

Environmental Protection

Pursuant to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) promulgated by the SCNPC on 26 December 1989, and latest amended on 24 April 2014 and became effective on 1 January 2015, pollution control facilities must be designed, built, and operated simultaneously with main construction works.

Environmental Impact Assessment

According to the Regulations on the Environmental Protection of Construction Projects (《建設項目環境保護管理條例》) promulgated by the State Council on 29 November 1998 and latest amended on 16 July 2017, the construction entity shall submit an environmental impact report, an environmental impact statement, or fill in an environmental impact registration form depending on the degree of impact the construction project has on environment. For a construction project for which an environmental impact report or environmental impact statement shall be prepared by law, the construction entity shall submit the environmental impact report and environmental impact statement to the competent administrative department of the environmental protection with approval authority for approval before starting construction. If the Environmental Impact Assessment Documents of a construction project have not been reviewed by the approving authority in accordance with the law or have not been granted approval after the review, the construction entity shall be prohibited from commencing construction works.

Pollutant Discharge

According to the Administrative Measures for Pollutant Discharge Licensing (《排污許可管理辦法》) promulgated by the Ministry of Ecology and Environment on 1 April 2024 and implemented on 1 July 2024, enterprises, public institutions and other producers and business operators that are subject to pollutant discharge license management in accordance with the law shall apply for and obtain pollutant discharge license in accordance with the law and discharge pollutants in accordance with the provisions of the pollutant discharge license. Those without pollutant discharge license are not allowed to discharge pollutants. Enterprises, public institutions and other producers and business operators that are legally required to fill in pollutant discharge registration forms shall conduct pollutant discharge registration on the national pollutant discharge permit management information platform.

According to the Catalogue of Classified Administration of Pollutant Discharge License for Stationary Pollution Sources (2019 Version) (《固定污染源排污許可分類管理名錄(2019年版)》) issued by the Ministry of Ecology and Environment on 20 December 2019, key management, simplified management and registration management of pollutant discharge permits are implemented according to factors including the amount of pollutants generated, the amount of pollutants discharged, the degree of impact on the environment, etc., and only pollutant discharge entities that implement registration management do not need to apply for a pollutant discharge permit.

LAWS AND REGULATIONS RELATING TO FOREIGN INVESTMENT

Pursuant to China's foreign exchange regulations, capital account transactions require SAFE approval or registration, including for overseas listings where post-offering registration is mandatory. Capital account foreign exchange earnings, such as funds from overseas listings, are subject to a "willingness settlement" policy allowing conversion at banks based on operational needs. Furthermore, foreign exchange administration for direct investments has been simplified, with banks now handling registration and review under SAFE's indirect oversight.

LAWS AND REGULATIONS RELATED TO OVERSEAS SECURITIES OFFERING AND LISTING

On 17 February 2023, the CSRC issued the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic enterprises (《境內企業境外發行證券和上市管理試行辦法》) and its supporting guidelines (collectively, the "New Rules for Filing"), which came into effect on 31 March 2023. According to the New Rules for Filing, PRC domestic enterprises that seek to offer and list securities in overseas markets, either directly or indirectly, shall complete the filing procedures and report relevant information to the CSRC within three working days after submitting the application documents for offering and listing securities in overseas markets.

On 24 February 2023, the CSRC, in conjunction with the MOF, the National Administration of State Secrets Protection and the National Archives Administration, has jointly issued the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the "Confidentiality and Archives Administration Provisions"), which came into effect on 31 March 2023. The Confidentiality and Archives Administration Provisions require that PRC domestic enterprises that seek to offer and list securities in overseas markets, either directly or indirectly, shall establish the confidentiality and archives system, and shall complete approval and filing procedures with competent authorities, if such PRC domestic enterprises or their overseas listing entities provide or publicly disclose documents or materials involving state secrets and work secrets of PRC government agencies to relevant securities companies, securities service institutions, overseas regulatory agencies and other entities and individuals. It further stipulates that providing or publicly disclosing documents and materials which may adversely affect national security or public interests to relevant securities companies, securities service institutions, overseas regulatory agencies and other entities and individuals shall be subject to corresponding procedures in accordance with relevant laws and regulations.

LAWS AND REGULATIONS RELATING TO H SHARE "FULL CIRCULATION"

Pursuant to the Guidelines on Application for "Full Circulation" of Domestic Unlisted Shares of H-share Companies (2023 Amendment) (《H股公司境內未上市股份申請「全流通」業務指引(2023修訂)》), shareholders may determine the volume and proportion of shares for circulation and authorize the domestic enterprise to apply, provided all relevant laws and regulatory policies (e.g., state-owned asset, foreign investment) are satisfied. The application materials must address key compliance issues, including internal decision-making and necessary approvals. Unlisted companies may apply concurrently with an overseas IPO listing application. Upon CSRC approval, the domestic enterprise must submit a status report within 15 days after the shares complete transfer registration with the China Securities Depository and Clearing Corporation Limited (CSDC). According to the Measures for the Administration of Overseas Investment of Enterprises (《企業境外投資管理辦法》), which was promulgated by the NDRC on December 26, 2017 and became effective on March 1, 2018, to make outbound investment, any investor shall go through the formalities to have a proposed overseas investment project approved or filed on the record, report relevant information, and cooperate with supervision and inspection. Overseas investment projects that involve any sensitive country or region or any sensitive industry need to be approved by the NDRC. Overseas investment projects other than those specified above are subject to filing administration. The NDRC promulgated the List of Sensitive Sectors for Outbound Investment (2018) (《境外投資敏感行業目錄(2018年版)》) on January 31, 2018 and effective as from March 1, 2018 to list the current sensitive industries in detail.

According to the Administrative Measures for Outbound Investment (《境外投資管理辦法》), which was promulgated by the MOFCOM on March 16, 2009, became effective on May 1, 2009 and amended on September 6, 2014, outbound investment refers to the activities of possessing non-financial enterprises or acquiring the ownership of, the control over, the operation and management right of, and other rights of and interests in, the existing non-financial enterprises outbound through consolidation, merger and acquisition, or otherwise conducted by enterprises that are established in the PRC in accordance with the law. The MOFCOM and the provincial departments in charge of commerce shall conduct archive filing and verification management

according to different circumstances of outbound investment of an enterprise. Where the outbound investment carried out by an enterprise involves sensitive countries and regions and sensitive industries, verification management shall be implemented. Archive filing management shall be implemented for other circumstances of outbound investment of an enterprise.

For other types of overseas investments by enterprises, a record-filing management system shall be implemented.

Pursuant to the Provisions on the Foreign Exchange Administration of Overseas Direct Investment of Domestic Institutions (《境內機構境外直接投資外匯管理規定》) promulgated by the State Administration of Foreign Exchange (國家外匯管理局, the "SAFE") on July 13, 2009, which became effective on August 1, 2009 and the Notice of the SAFE on Further Simplifying and Improving the Foreign Exchange Management Policies for Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by the SAFE on February 13, 2015, upon obtaining approval for overseas investment, a PRC enterprise shall apply for foreign exchange registration for its overseas direct investments with the banks in the place where it's registered.

Law and Regulations in Relation to Anti-Unfair Competition

Pursuant to the Anti-Unfair Competition Law (《中華人民共和國反不正當競爭法》) (revised effective October 2025), which define and prohibit unfair competition and commercial bribery acts, operators violating these rules may face civil, administrative, or criminal liability. Furthermore, per the Guidelines on Compliance of Pharmaceutical Enterprises for Preventing Commercial Bribery Risks (2025) (《醫藥企業防範商業賄賂風險合規指引》), pharmaceutical enterprises bear primary responsibility for preventing commercial bribery and are required to establish robust internal compliance mechanisms, with specific guidance provided for key operational scenarios.

This appendix contains a summary of the provisions of the Articles of Association of DIAGENS Co. Ltd. (the "Articles of Association") reviewed and approved and latest amended on 25th June at the third extraordinary shareholders' meeting in 2025 of the Company. The main purpose of this appendix is to provide potential investors with an overview of the Articles of Association, so it may not contain all the information that is important to potential investors.

SHARES AND REGISTERED CAPITAL

The shares issued by the Company shall be denominated in RMB with par value of RMB1 per share. The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry the equal rights.

Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares issued at the same time subscribed by any entity or individual shall be paid for at the same price.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Increase of Capital

The Company may, based on its operating and development needs, increase capital in the following ways pursuant to the requirements of laws and regulations and subject to the resolutions passed at the shareholders' meetings:

(i) issuance of shares to unspecified objects;

(ii) issuance of shares to specified objects;

(iii) distribution of bonus shares to existing shareholders;

(iv) conversion of reserve to increase share capital; and

(v) any other methods stipulated by laws, administrative regulations and the CSRC.

Reduction of Capital

The Company may reduce registered capital. The Company shall reduce registered capital in accordance with the Company Law and other relevant regulations as well as the procedures stipulated in the Articles of Association. A company that reduces its registered capital shall prepare a balance sheet and list of property. A company shall, within ten days of adoption of a resolution of the shareholders' meeting regarding reduction of registered capital, notify the creditors, and within 30 days, issue an announcement in a newspaper or the National Enterprise Credit Information Publicity System. The creditors may, within 30 days of receipt of the notice or within 45 days of issuance of the announcement if they fail to receive the notice, require the company to repay debts or provide corresponding security. Where a company reduces its registered capital, the company shall reduce the corresponding capital contributions or shares in proportion to the capital contributions of shareholders or shares held by shareholders, except as otherwise provided for by a law, or as otherwise prescribed in the company bylaws in the case of a corporation.

Repurchase of Shares

The company shall not acquire its own shares, except under any of the following circumstances:

(i) reduction of registered capital;

(ii) merger with another company which holds its shares;

(iii) use of shares for employee stock ownership plan or equity incentives;

(iv) a shareholder's objection to the resolution on the company's merger or division passed by the shareholders' meeting, requesting the company to acquire its shares;

(v) use of shares for conversion of corporate bonds issued by the company that can be converted into shares; or

(vi) necessity for the purpose of maintaining the value of the company and shareholders' equity.

A resolution of a shareholders' meeting is required for acquisition of shares by the company under any of the circumstances stipulated in item (i) and item (ii) of the aforesaid paragraph; for the company's acquisition of shares under any of the circumstances stipulated in item (iii), item (v) and item (vi) of the aforesaid paragraph, a resolution of a board meeting passed by two-thirds or more of the directors attending the meeting shall be made pursuant to the provisions of the Articles of Association or the authorization of the shareholders' meeting.

Where share acquisition by a company pursuant to the provisions of the aforesaid paragraph falls under the circumstances set out in item (i), the shares shall be deregistered within 10 days from the date of acquisition; where a share acquisition falls under the circumstances set out in item (ii) or item (iv), the shares shall be transferred or deregistered within six months; where a share acquisition falls under the circumstances set out in item (iii), item (v) and item (vi), the total number of shares held by the company shall not exceed 10% of the total number of shares issued by the company, and the shares shall be transferred or deregistered within three years.

TRANSFER OF SHARES

Shares issued by the Company prior to its public offering shall not be transferred within one year as of the date on which the shares are listed and traded in a stock exchange.

The Directors, senior management of the Company shall regularly declare the number of shares held by them and the relevant changes. The shares transferred each year during their tenure determined at the time of appointment shall not exceed 25% of the total number of the same type of shares of the company held by them; the company shares held by them shall not be transferred within one year from listing and trading of the company's stocks. The aforesaid persons shall not transfer the company shares held by them within half year from their resignation.

REGISTER OF SHAREHOLDERS

The register of shareholders is adequate evidence of shareholding by shareholders. A shareholder shall enjoy the rights and bear the obligations by the type of shares held; shareholders who hold the same type of shares shall enjoy the same rights and bear the same type of obligations.

Rights and Obligations of Shareholders

Shareholders of the Company shall entitle the following rights:

(i) to receive dividends and other forms of profit distribution according to the proportion of shares they hold;

(ii) to request, convene, hold, participate or authorize proxies to attend shareholders' meeting according to the law, and to exercise relevant voting rights;

(iii) to supervise the operations of the Company and to make suggestions or inquiries;

(iv) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;

(v) to consult and make copies of the company's Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of board meetings and financial accounting reports; qualified shareholders may consult the company's accounting books and accounting vouchers;

(vi) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;

(vii) with respect to shareholders who voted against any resolution adopted at the shareholders' meeting on the merger or demerger of the Company, to demand the Company to purchase the shares held by them;

(viii) any other rights stipulated in the laws, administrative regulations, departmental rules or the Articles of Association.

Shareholders of the Company shall assume the following obligations:

(i) to abide by the laws and administrative regulations and the Articles of Association;

(ii) to make a capital contribution according to the shares they subscribe for and the capital participation method;

(iii) not to withdraw shares unless otherwise provided by laws, regulations or the Articles of Association;

(iv) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's legal person independent status or the shareholders' limited liability to harm the interests of the Company's creditors;

If a shareholder of the Company abuses the shareholder rights and causes a loss to the Company or other shareholders, he or she shall be held liable for damages in accordance with laws.

Where shareholders of the Company abuse the independent status as the Company's legal person and the limited liabilities of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

(v) other obligations required by laws, administrative regulations and the Articles of Association.

RESTRICTIONS ON RIGHTS OF THE CONTROLLING SHAREHOLDERS

The controlling shareholder or the actual controller of the Company shall exercise shareholder's rights in accordance with the law, not abusing the controlling right or making use of related-party relationships to damage the legitimate rights and interests of the company or other shareholders.

The Shareholders' Meeting

General Rules for the Shareholders' Meeting

The shareholders' meeting acts as the supreme authority of the Company which, according to laws, exercises the following functions and power:

(i) electing and replacing directors, and deciding the remuneration matters of the directors;

(ii) deliberating and approving the reports of board of directors;

(iii) deliberating and approving the profit distribution plan and loss compensation plan of the company;

(iv) making resolution on increasing or decreasing the registered capital of the company;

(v) making resolution on the issuing of company bonds;

(vi) making resolution on merger, division, dissolution, liquidation or changing the form of the company;

(vii) amending the Articles of Association;

(viii) making resolution on engagement and dismissal of the accountant firm that undertakes the auditing of the company;

(ix) deliberating and approving the guarantees under Article 47 of the Articles of Association;

(x) deliberating purchases and sales of significant assets within a year exceeding 30% of the most recently audited total assets of the company;

(xi) deliberating and approving changes in usage of raised funds;

(xii) deliberating equity incentive plans and employee stock ownership plans; and

(xiii) deliberating other matters which shall be decided by the shareholders' meeting as required by the laws, administrative regulations, departmental rules or the Articles of Association.

The shareholders' meetings consist of annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once a year within 6 months after the end of the previous accounting year.

The Company shall convene an extraordinary shareholders' meeting within 2 months from the date of occurrence of any of the following circumstances:

(i) the number of Directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;

(ii) when the Company's uncovered losses amount to one-third of the total paid-up share capital;

(iii) when Shareholders, individually or collectively, holding more than 10% of the shares of the Company, request;

(iv) when the Board deems it necessary;

(v) when the Audit Committee proposes to convene;

(vi) other circumstances as stipulated by.

Convening of the Shareholders' Meeting

The board of Directors and the independent Directors (upon consent by more than half of all the independent directors) shall have the right to propose on convening an extraordinary shareholders' meeting. Where a shareholder holding alone or shareholders holding in aggregate 10% or more of the shares of the corporation requests the holding of a special shareholders' meeting, the board of directors and the audit committee shall decide whether to hold a special shareholders' meeting within ten days of receipt of the request, and provide a written reply to the shareholder or shareholders.

Besides, where the audit committee or a shareholder who individually or jointly holds 10% or more of the company's shares shall have rights to proposes to the board of directors on convening of an extraordinary shareholders' meeting, the board of directors shall provide written feedback on approval or non-approval of convening of an extraordinary shareholders' meeting within 10 days from receipt of the proposal pursuant to the provisions of laws, administrative regulations, and the Articles of Association.

Where the board of directors gives consent to convening of an extraordinary shareholders' meeting, a notice on convening of shareholders' meeting shall be issued within 5 days after the board resolution is passed.

Where the board of directors does not give consent to convening of an extraordinary shareholders' meeting, or does not provide feedback within 10 days from receipt of the request, a shareholder who individually or jointly holds 10% or more of the company's shares proposes to the audit committee to convene an extraordinary shareholders' meeting, the request shall be made to the audit committee in writing.

Where the audit committee gives consent to convening of an extraordinary shareholders' meeting, a notice on convening of shareholders' meeting shall be issued within 5 days from receipt of the request; any change to the original request in the notice shall be approved by the relevant shareholders.

Where the audit committee does not issue a notice of shareholders' meeting within the stipulated period, the audit committee shall be deemed not to convene and chair a shareholders' meeting, and a shareholder who individually or jointly holds 10% or more of the company's shares for 90 or more consecutive days may convene and chair a shareholders' meeting on his/her own.

Proposals at the Shareholders' Meeting

When the Company convenes a shareholders' meeting, the Board, the Audit Committee and shareholders individually or jointly holding more than 1% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or jointly holding more than 1% of the Company's shares may submit provisional proposals in writing to the convener 10 days before a shareholders' meeting is convened. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days upon receipt of the proposal to announce the contents of the provisional proposal.

Except as provided above, the convener of a shareholders' meeting shall not amend the proposals already specified in the notice of the shareholders' meeting or add new proposals subsequent to the issue of the notice of the shareholders' meeting. Proposals that are not specified in the notice of the shareholders' meeting or which do not comply with the Articles of Association shall not be voted on and resolved at the shareholders' meeting.

Notice of the Shareholders' Meetings

The convenor shall inform each shareholder by announcement in writing form or other form as accepted by shareholders 20 days prior to the convening of an annual shareholders' meeting or 15 days prior to the convening of an extraordinary shareholders' meeting. In determining the starting date, the Company shall not include the date on which the meeting is held. A shareholder not participating in the shareholders' meeting for not being notified of the meeting may, within 60 days of the day when the shareholder knows or should have known the adoption of the resolution, petition a people's court to revoke the resolution; and if the shareholder fails to exercise the right of revocation within one year of adoption of the resolution, the right of revocation is extinguished.

A notice of shareholders' meeting shall include the following contents:

(i) the time, venue and duration of the meeting;

(ii) matters and proposals submitted for consideration at the meeting;

(iii) particulars shall be in clear text that all shareholders are entitled to attend shareholders' meetings and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;

(iv) the date of record of shareholders entitled to attend the shareholders' meeting;

(v) name(s) and telephone number(s) of the standing contact person(s) for the affairs of meetings; and

(vi) the voting time and procedures online or by any other method.

The Convening of the Shareholders' Meeting

All shareholders registered on the register of shareholders and their proxies are entitled to attend the shareholders' meeting. They shall exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association. Shareholders may attend a shareholders' meeting in person or may appoint proxies to attend and vote on their behalf.

Resolutions of the Shareholders' Meetings

Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed by votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting. A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

The following matters shall be approved by ordinary resolutions at a shareholders' meeting:

(i) work reports of the Board of Directors;

(ii) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(iii) appointment, removal, remunerations and method of payment of members of the board of directors;

(iv) annual reports of the Company;

(v) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolutions.

The following matters shall be approved by special resolutions at a shareholders' meeting:

(i) increase or reduction of the registered capital of the Company;

(ii) division, merger, dissolution and liquidation of the Company;

(iii) amendments to the Articles of Association;

(iv) listing of a Spin-off Subsidiary;

(v) purchase or disposal of material assets or provision of guarantee by the Company within one year with an amount exceeding 30% of the latest total assets in the audited consolidated financial statements of the Company;

(vi) stock incentive plans;

(v) total guarantee amount for the preceding 12 consecutive months exceeding 30% of the latest total assets in the audited consolidated financial statements of the Company;

(vi) issuance of shares, convertible corporate bonds, preferred shares, and other securities approved by the CSRC;

(vii) share incentive plans;

(viii) share repurchase for the purpose of reducing registered capital;

(ix) major Asset Reorganization; and

(x) matters specified by the laws, administrative regulations, or the Articles of Association, and other matters which are confirmed through ordinary resolutions at shareholders' meetings as having a significant influence on the company and requiring special resolutions to approve.

DIRECTORS AND BOARD OF DIRECTORS

Directors

Directors shall be elected or replaced by the shareholders' meeting, and may be removed by the shareholders' meeting before the expiry of their terms of office. The term of office of the Directors shall be three years, and they may be re-elected and re-appointed.

The term of office of the Directors shall commence from the date of their appointment until the expiry of the term of the current session of the Board. If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as Director pursuant to laws, administrative regulations, departmental rules and the Articles of Association until a new Director is elected.

The Board

The Company shall have a Board of Directors which shall be accountable to the shareholders' meeting. The Board shall consist of eight Directors, three of whom are independent Directors. The Company has one chairman who shall be elected by more than half of all Directors.

The Board shall exercise the following powers:

(i) to summon shareholders' meetings and report its work to the shareholders' meetings;

(ii) to implement the resolutions of the shareholders' meeting;

(iii) to decide on the Company's business plans and investment plans;

(iv) to formulate the Company's annual financial budgets and final accounts;

(v) to formulate the Company's profit distribution plans and loss recovery plans;

(vi) to formulate proposals for the increase or reduction of the Company's registered capital, the issue of bonds or other securities and listing plans;

(vii) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution and change of corporate form of the Company;

(viii) to decide on the Company's external investment, purchase and construct of assets, acquisition and disposal of assets, pledge of assets, borrowing, external guarantee matters, entrusted wealth management, related transactions and other matters within the scope authorised by the shareholders' meeting;

(ix) to decide on the establishment of the Company's internal management structure;

(x) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board; to decide on the appointment or dismissal of the Company's vice general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;

(xi) to formulate the basic management system of the Company;

(xii) to formulate proposals for any amendment to the Articles of Association;

(xiii) to manage the information disclosure of the Company;

(xiv) to propose to the shareholders' meeting the appointment or replacement of the accounting firm that audits the Company;

(xv) to listen to the work report of the general manager of the Company and inspect the work of the general manager; and

(xvi) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.

The board of directors shall hold at least two meetings every year. The chairman shall convene the board meetings and issue a written notice to all the directors 10 days before the meeting is held. Shareholders holding one-tenth or more of the voting rights, one-third or more of the directors or the audit committee may propose an extraordinary board meeting. The chairman shall convene and chair a board meeting within 10 days from receipt of the proposal.

A board meeting shall be held only after more than half of the directors are present at the meeting. Board resolutions shall be passed by more than half of all the directors.

The Related Transactions

The Board may make decisions regarding related transactions on the following matters:

(i) any related transaction between the Company and the related natural person amounting to more than RMB300,000;

(ii) any related transaction between the Company and the related legal person amounting to more than RMB3,000,000 but below RMB30,000,000, or those accounting for more than 0.5% and less than 5% of the absolute value of the latest net assets in the audited consolidated financial statements of the Company.

The General Manager

The Company shall have 1 general manager, who shall be appointed or dismissed by the Board. The general manager shall be accountable to the Board and exercise the following functions and powers:

(i) to be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the Board, and to report on his/her work to the Board;

(ii) to organize and implement the Company's annual operation plan and investment plan;

(iii) to formulate the plan for establishment of the Company's internal management organization;

(iv) to formulate the Company's basic management system;

(v) to formulate the detailed rules and regulations of the Company;

(vi) to request the Board to engage or dismiss deputy general manager, chief financial officer and other senior managements of the Company;

(vii) to decide the appointment or dismissal of managements other than whose appointment or dismissal required to be decided by the Board;

(viii) other functions and powers conferred by the Articles of Association or the Board.

The general manager shall attend the meetings of the Board.

Special Committees of the Board

The Company shall establish the Audit Committee, the Remuneration Committee and the Nomination Committee in accordance with the resolutions of the shareholders' meeting. All members of the special committees shall be Directors. The Remuneration Committee shall be chaired by an independent director (convener), and the Nomination Committee shall be chaired by the chairman of the board or an independent director (convener), and all members of the Audit Committee shall be non-executive directors (including independent directors). The convener of the Audit Committee shall be an accounting professional.

All of the special committees carry out the work with the authorization of the Board, provide suggestions for the decision of the Board, and are responsible to the Board. The composition and function of the special committees shall be determined by the Board. The resolutions of each special committee shall be submitted to the Board for review and approval.

Each special committee may engage the external professional to provide services, and reasonable expenses arising therefrom shall be borne by the Company.

The Audit Committee

The board of directors of a company shall establish an audit committee to exercise the official powers of the board of supervisors stipulated by the Company Law.

The audit committee shall be responsible for review of the company's financial information and disclosure thereof, supervision and evaluation of internal and external audit and internal control.

The following matters shall, upon consent by more than half of all the members of the audit committee, be tabled at a board meeting for deliberation:

(i) disclosure of financial information in financial accounting reports and periodic reports, internal control evaluation report;

(ii) appointment or dismissal of accounting firm which undertakes audit engagement of a listed company;

(iii) appointment or dismissal of financial controller of a listed company;

(iv) change in accounting policies or accounting estimates or correction of material accounting error for a reason other than change in accounting standards; and

(v) any other matters stipulated by laws, administrative regulations, the CSRC and the Articles of Association.

The Remuneration Committee

Main duties of the Remuneration Committee:

(i) to review and opine on the remuneration and assessment management system of Directors and senior management officers of the Company;

(ii) to assess and opine on the Directors and senior management officers;

(iii) other matters authorized by the Board.

The Nomination Committee

Main duties of the Nomination Committee:

(i) to make proposals to the Board in respect to the size and composition of the Board based on the Company's operation, assets scale and equity structure;

(ii) to study the criteria and procedures to select Directors and senior management and make recommendations to the Board;

(iii) To identify extensively individuals suitably qualified to candidates for Directors and senior management;

(iv) to conduct examinations on and make recommendations of Director candidates and potential members of senior management;

(v) other matters authorized by the Board.

SECRETARY TO THE BOARD

The Company shall have a secretary to the Board, responsible for preparing shareholders' meetings and Board meetings of the Company, maintaining documents and managing shareholder information of the Company, handling the information disclosure matters, and managing investor relationship.

FINANCIAL AND ACCOUNTING SYSTEM

The company lays down a financial and accounting system according to the laws, administrative regulations and provisions of relevant government departments. Apart from the legally prescribed accounting books, the company shall not establish another accounting book. The company's funds will not be deposited under any personal accounts.

When the company distributes its after-tax profits of the current year, it shall allocate 10% of the profits into the legal reserve fund. If the company's legal reserve fund exceeds 50% of the registered capital, no further allocation is required. If the legal reserve fund of the company is insufficient to compensate for the losses suffered in the previous year, then before making the allocation mentioned in the last paragraph, profits of the current year shall first be used to cover up the losses. After the company withdraws the legal reserve fund from the after-tax profits, if resolved by the shareholders' meeting, it may also withdraw an optional reserve fund from the after-tax profits.

After the company makes up losses and withdraws reserve funds, the balance of after-tax profits shall be distributed according to the proportion of shares held by shareholders, unless the Articles of Association provide that the distribution is not made as per the proportion of shareholding.

If the shareholders' meeting violates the Company Law by distributing profits to shareholders, the shareholders shall return the distributed profits to the company. If losses are caused to the company, the shareholders and the responsible directors and senior executives shall be liable for compensation.

Shares of the company held by the company do not participate in profit distribution.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

In any of the following circumstances, the Company shall be dissolved:

(i) the term of business provided in the Articles of Association is expired or other reasons for dissolution as specified in the Articles of Association occur;

(ii) a resolution on dissolution is passed at a shareholders' meeting;

(iii) dissolution is required due to a merger or division of the Company;

(iv) the Company's business license is revoked or the Company is ordered to close down or be dissolved in accordance with the laws;

(v) Where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to shareholders' interests, and no solution can be found through any other channel, shareholders representing 10% or above of the total voting rights of the Company may request the People's Court to dissolve the Company.

Where the Company is dissolved as a result of the provisions set out in items (i), (ii), (iv) and (v) of the above paragraph, a liquidation committee shall be established within 15 days after the occurrence of such event of dissolution to commence the liquidation process. The liquidation committee shall be comprised of the directors or the personnel appointed at the shareholders' meeting. In the event that the liquidation committee has not been duly formed to conduct the liquidation process, the creditors may apply to the People's Court to order the relevant personnel to establish the liquidation committee to conduct the liquidation process.

The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers or the National Enterprise Credit Information Publicity System within 60 days from the date of its establishment. The creditors may declare their claims to the liquidation committee within 30 days from the date it receives the above notice or within 45 days from the date of announcement if no such notice is received. When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the People's Court for confirmation. The remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders.

During the liquidation period, the Company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The assets of the Company shall not be distributed to any shareholder before full payments have been made out of the assets according to the above.

If, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the People's Court for declaration of bankruptcy. After the Company is declared bankrupt by a ruling from the People's Court, the liquidation committee shall hand over the liquidation matters to the People's Court.

Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, then submitted to the shareholders' meeting or the People's Court for confirmation, and shall be submitted to the company's registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company shall amend the Articles of Association under any of the following circumstances:

(i) after the Company Law or relevant laws and administrative regulations are amended, the provisions of the Articles of Association conflict with the provisions of the amended laws and administrative regulations;

(ii) there has been a change to the Company, resulting in inconsistency with the contents in the Articles of Association;

(iii) the shareholders' meeting decides to amend the Articles of Association.

FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on September 19, 2016 and was converted into a joint stock company with limited liability on May 7, 2025 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB80,880,000 divided into 80,880,000 Shares with a nominal value of RMB1.00 each.

Our Company has established a place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Ms. AU Wing Sze (區詠詩), the joint company secretary of our Company, has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

2. Changes in Share Capital of Our Company

On August 26, 2016, our Company was established as a limited liability company with a registered capital of RMB1,000,000.

On October 30, 2023, the registered capital of our Company increased from RMB19,936,106 to RMB20,882,226.

On June 23, 2025, the registered capital of our Company increased from RMB20,882,226 to RMB21,383,400.

On June 24, 2025, the registered capital of our Company increased from RMB21,383,400 to RMB80,880,000 by way of capitalization of capital reserves.

For further details, see "History, Development and Corporate Structure" in this prospectus. Save as disclosed above, there has been no alteration in our share capital within two years immediately preceding the date of this prospectus.

3. Changes in the Share Capital of Our Subsidiaries

Our subsidiaries as of the Latest Practicable Date are set out in note 1 to the Accountants' Report.

Zhihe Fusion

On October 15, 2025, Zhihe Fusion was established in the PRC as a limited liability company with a registered capital of RMB0.5 million.

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

4. Resolutions of the Shareholders

Pursuant to a general meeting of our Company held on June 25, 2025, the following resolutions, among others, were passed by our Shareholders:

(a) the issue by our Company of H Shares of a nominal value of RMB1.00 each and that such H Shares be listed on the Hong Kong Stock Exchange;

(b) that the number of H Shares to be issued shall not be more than 25% of the total issued share capital of our Company as enlarged by the Global Offering;

(c) subject to the completion of the Global Offering, the adoption of the Articles of Association which shall become effective on the Listing Date, and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules;

(d) granting of general mandate authorizing our Directors to allot, issue or otherwise deal with additional H Shares of not exceeding 20% of the total number of Shares in issue immediately following completion of the Global Offering;

(e) granting of general mandate authorizing the Directors to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue immediately following completion of the Global Offering; and

(f) authorization of our Board to handle all relevant matters relating to, among other things, the issue and listing of the H Shares.

FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of Material Contract

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

(a) the Hong Kong Underwriting Agreement.

2. Intellectual Property Rights

(a) Trademarks

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

No.	Owner	Registration no.	Place of registration	Trademark	Class	Validity period
1. . . .	Our Company	75738157	PRC	KaryoFlow	10, 44	June 21, 2024-June 20, 2034
2. . . .	Our Company	75745372	PRC	KayoFlow	10, 44	June 21, 2024-June 20, 2034
3. . . .	Our Company	73962370	PRC	染E测	44	March 7, 2024-March 6, 2034
4. . . .	Our Company	72103134	PRC	德到AI	42	February 28, 2024-February 27, 2034
5. . . .	Our Company	68330334	PRC		05, 10, 44	June 21, 2023-June 20, 2033
6. . . .	Our Company	47535063	PRC	DEGINA	10	June 7, 2021-June 6, 2031
7. . . .	Our Company	45733913	PRC	MetaSight	10	December 21, 2020-December 20, 2030
8. . . .	Our Company	41685485	PRC	捷培	10	June 21, 2020-June 20, 2030
9. . . .	Our Company	41685494	PRC	新源培	10	April 7, 2021-April 6, 2031

No.	Owner	Registration no.	Place of registration	Trademark	Class	Validity period
10. . .	Our Company	41702309	PRC	捷培	05	July 14, 2020-July 13, 2030
11. . .	Our Company	33040637	PRC	AutoVision	44	May 28, 2019-May 27, 2029
12. . .	Our Company	33055738	PRC	AutoVision	10	June 7, 2019-June 6, 2029
13. . .	Our Company	23379315	PRC	DIAGENS	10	March 21, 2018-March 20, 2028
14. . .	Our Company	23379239	PRC	德适生物	05	March 21, 2018-March 20, 2028
15. . .	Our Company	23379271	PRC	DIAGENS	05	March 28, 2018-March 27, 2028
16. . .	Our Company	306898781	Hong Kong	德适生物	5, 9, 10, 42	May 14, 2025-May 13, 2035
17. . .	Our Company	306898781	Hong Kong	德适生物	5, 9, 10, 42	May 14, 2025-May 13, 2035
18. . .	Our Company	306898781	Hong Kong	德适生物	5, 9, 10, 42	May 14, 2025-May 13, 2035
19. . .	Our Company	306898781	Hong Kong	德适生物	5, 9, 10, 42	May 14, 2025-May 13, 2035
20. . .	Our Company	306964985AB	Hong Kong	DIAGENS 德适生物	16, 35	July 16, 2025- July 15, 2035
21. . .	Our Company	306964985AB	Hong Kong	DIAGENS 德适生物	16, 35	July 16, 2025- July 15, 2035
22. . .	Our Company	306964985AB	Hong Kong	DIAGENS 德适生物	16, 35	July 16, 2025- July 15, 2035
23. . .	Our Company	306964985AB	Hong Kong	DIAGENS 德适生物	16, 35	July 16, 2025- July 15, 2035

As of the Latest Practicable Date, we have applied for the following trademark applications which we consider to be materials to our business:

No.	Owner	Application no.	Place of application	Trademark	Class	Application date
1. . . .	Our Company	306899456	Hong Kong	DIAGENS	5, 9, 10, 42	May 15, 2025
2. . . .	Our Company	306899456	Hong Kong	DIAGENS	5, 9, 10, 42	May 15, 2025
3. . . .	Our Company	306899456	Hong Kong	DIAGENS	5, 9, 10, 42	May 15, 2025
4. . . .	Our Company	306899456	Hong Kong	DIAGENS	5, 9, 10, 42	May 15, 2025

(b) Domain Names

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

No.	Owner	Domain name	Registration date
1. . . .	Our Company	diagens.com	February 20, 2017
2. . . .	Our Company	autovision.online	November 19, 2019

(c) Copyrights

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

No.	Copyright	Registered owner	Registration number	Registration date
1. . . .	IMedImage® medical imaging universal large model software (iMedImage®醫學影像通用大模型軟件)	Our Company	2024SR2207318	December 26, 2024
2. . . .	Automatic cell microscopic image scanning system (自動細胞顯微圖像掃描系統)	Our Company	2024SR0980846	July 11, 2024
3. . . .	Intelligent chromosome karyotyping scanning system (智能染色體核型掃描系統)	Our Company	2024SR0945390	July 5, 2024
4. . . .	Chromosome analysis software based on C/S architecture (基於C/S架構的染色體分析軟件)	Our Company	2024SR0549069	April 23, 2024
5. . . .	Online examination platform for chromosome karyotyping analysis (染色體核型分析在線考試平臺)	Our Company	2024SR0017833	January 3, 2024
6. . . .	Dedao AI System (德道AI系統)	Our Company	2023SR1773541	December 26, 2023
7. . . .	Deshi e-service system (德適e服務系統)	Our Company	2023SR1773289	December 26, 2023
8. . . .	Chromosome analysis software (染色體分析軟件)	Our Company	2022SR0703931	June 6, 2022
9. . . .	Chromosome analysis software (染色體分析軟件)	Our Company	2021SR1456628	September 29, 2021
10. . .	AutoVision chromosome intelligent analysis workstation software (AutoVision染色體智能分析工作站軟件)	Our Company	2019SR0687205	July 4, 2019
11. . .	Deshi cell division counter system (德適細胞分裂相計數器系統)	Our Company	2018SR013797	January 5, 2018
12. . .	Deshi inspection information management system (德適檢驗信息管理系統)	Our Company	2018SR014222	January 5, 2018
13. . .	Deshi production workshop management system (德適生產車間管理系統)	Our Company	2018SR012273	January 5, 2018

(d) Patents

As of the Latest Practicable Date, we have registered the following patents which we consider to be material to our business. All of these patents are relating to our Core Product.

No.	Owner	Type	Patent	Registration No.	Application Date	Expiry Date	Place of Application
1. . .	Our Company	Invention	A cutting method for R-banding chromosomes (一種針對R顯帶染色體的切割方法)	ZL202410804776.2	June 21, 2024	June 20, 2044	PRC
2. . .	Our Company	Invention	A numbering recognition method for R-banding chromosomes (一種針對R顯帶染色體的編號識別方法)	ZL202410791314.1	June 19, 2024	June 18, 2044	PRC

No.	Owner	Type	Patent	Registration No.	Application Date	Expiry Date	Place of Application
3. . .	Our Company	Invention	An online chromosome collaborative analysis method, system, and medium (一種在線染色體協同分析方法、系統及介質)	ZL202311421649.6	October 31, 2023	October 30, 2043	PRC
4. . .	Our Company	Invention	A classifier model training method and device for detecting chromosomal structural abnormalities (一種檢測染色體結構異常的分類器模型訓練方法及裝置)	ZL202210776303.7	July 4, 2022	July 3, 2042	PRC
5. . .	Our Company	Invention	A method and device for detecting chromosomal structural abnormalities based on deep learning (一種基於深度學習的染色體結構異常的檢測方法及裝置)	ZL202210776295.6	July 4, 2022	July 3, 2042	PRC
6. . .	Our Company	Invention	A chromosome image segmentation method (一種染色體圖像分割方法)	ZL202211278870.6	August 22, 2019	August 21, 2039	PRC
7. . .	Our Company	Invention	A method for cutting chromosome karyotyping images (一種染色體核型圖像切割方法)	ZL201910780943.3	August 22, 2019	August 21, 2039	PRC
8. . .	Our Company	Invention	A chromosome sorting method based on band recognition (一種基於條帶識別的染色體排序方法)	ZL201910777372.8	August 22, 2019	August 21, 2039	PRC
9. . .	Our Company	Invention	A chromosome recognition method based on deep learning (一種基於深度學習的染色體識別方法)	ZL201810979111.X	August 27, 2018	August 26, 2038	PRC
10. .	Our Company	Invention	CHROMOSOME RECOGNITION METHOD BASED ON DEEP LEARNING	US11436493B2	June 6, 2019	June 6, 2039	U.S.

Save as disclosed above, as of the Latest Practicable Date, there was no other trade or service mark, patent, intellectual or industrial property right which was material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

Save as disclosed below, immediately following completion of the Global Offering, so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions 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 our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

Name	Position	Capacity/ nature of interest	Class and Number of Shares held	Approximate percentage of shareholding in the relevant class of Shares immediately upon completion of the Global Offering[1]	Approximate percentage of shareholding in the total issued share capital of our Company immediately upon completion of the Global Offering[1]
				(%)	*(%)*
Dr. Song[2]	Executive Director, chairperson of the Board, general manager of the Company	Beneficial owner; interest in controlled corporation	42,102,157 H Shares – Unlisted Shares	47.37 –	47.37

Notes:

(1) The calculation is based on the total number of nil Unlisted Shares in issue and 88,879,200 H Shares in issue upon Listing.

(2) For details of interests of Dr. Song, see "Substantial Shareholders".

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the Global Offering, have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see "Substantial Shareholders" in this prospectus.

Our Directors are not aware of any other person (other than our Directors or chief executive) who will, immediately following completion of the Global Offering, 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 member of our Group other than our Company.

3. Service Contracts

Each of our Directors has entered into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of office commencing on the date of the approval at the relevant Company's general meeting and ending on the expiration of the term of office of the prevailing session of the Board (with respect to Directors); and (b) termination provisions in accordance with their respective terms.

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

4. Remuneration of Directors

Save as disclosed in the section headed "Directors and Senior Management" in this prospectus and note 8 to the Accountants' Report, for the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, none of our Directors received other remunerations of benefits in kind from us.

5. Disclaimers

(a) Save as disclosed in this section and the section headed "History, Development and Corporate Structure" in this prospectus, none of our Directors or any of the parties listed in the paragraph headed "— Other Information — 5. Qualifications of Experts" in this Appendix is:

(i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Company; or

(ii) materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business.

(b) Save in connection with the Hong Kong Underwriting Agreement and the International Underwriting Agreement, none of the parties listed in the paragraph headed "— Other Information — 5. Qualifications of Experts" in this Appendix:

(i) is interested legally or beneficially in any shares in any member of our Group; or

(ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;

(c) Save as disclosed in this section and the section headed "Directors and Senior Management" in this prospectus, none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

(d) So far as is known to our Directors, none of our Directors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

OTHER INFORMATION

1. Estate Duty

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

2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US$1 million to act as a sponsor to our Company in connection with the Global Offering.

4. Preliminary Expenses

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

5. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions and/or advice in this prospectus are as follows:

Name	Qualifications
Huatai Financial Holdings (Hong Kong) Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) of the regulated activities as defined under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Grandall Law Firm (Hangzhou)	Company's PRC legal adviser
King & Wood Mallesons	Company's PRC data compliance counsel
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

6. Consents

Each of the experts as referred to in the paragraph headed "— Other Information — 5. Qualifications of Experts" in this Appendix has given and has not withdrawn their respective written consents to the issue of this prospectus with the inclusion of certificates, letters, opinions or reports and the references to their respective names in the form and context in which they are respectively included.

7. Taxation of Holders of H Shares

(a) Hong Kong

The sale, purchase and transfer of H Shares are 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 H Shares being sold or transferred. For further details in relation to taxation, see Appendix III to this prospectus.

(b) Consultation with Professional Advisers

Potential investors in the Global Offering are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Sole Sponsor, the Sponsor-overall Coordinator, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, or any other person or party involved in the Global Offering accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our H Shares.

8. No Material Adverse Change

Our Directors confirm that, as of the date of this prospectus, there has been no material adverse change in the financial or trading position of our Company since September 30, 2025 (being the latest balance sheet date of our consolidated financial statements as set out in the Accountants' Report).

9. Promoters

The promoters of our Company are all then 25 shareholders of our Company as of April 25, 2025 before our conversion into a joint stock company with limited liability. Save as disclosed in the section headed "History, Development and Corporate Structure" in this prospectus, within the two years preceding the date of this prospectus, 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 Global Offering and the related transactions described in this prospectus.

10. Restrictions on Repurchase

For details, see Appendix IV and V to this prospectus.

11. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of 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.

12. Bilingual Prospectus

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

13. Miscellaneous

Save as otherwise disclosed in this prospectus:

(a) within the two years preceding the date of this prospectus, (i) our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;

(b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;

(c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) our Company has no outstanding convertible debt securities or debentures;

(e) there is no arrangement under which future dividends are waived or agreed to be waived;

(f) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;

(g) our Company is not presently listed on any stock exchange or traded on any trading system; and

(h) our Company is a joint stock limited company and is subject to the PRC Company Law.

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to a copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were:

(i) a copy of the material contract referred to in the paragraph headed "Further Information about the Business of Our Company — 1. Summary of Material Contract" in Appendix VI to this prospectus; and

(ii) the written consents referred to in the paragraph headed "Other Information — 6. Consents" in Appendix VI to this prospectus.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Hong Kong Stock Exchange at **www.hkexnews.hk** and our website at **www.diagens.com** during a period of 14 days from the date of this prospectus:

(a) the Articles of Association;

(b) the Accountants' Report prepared by Ernst & Young, the text of which is set out in Appendix I to this prospectus;

(c) the audited consolidated financial statements of our Group for the financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025;

(d) the report prepared by Ernst & Young on the unaudited pro forma financial information of our Group, the text of which is set out in Appendix IIA to this prospectus;

(e) the industry report issued by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. referred to in the section headed "Industry Overview" in this prospectus;

(f) the PRC legal opinion issued by Grandall Law Firm (Hangzhou), our legal adviser as to PRC laws, in respect of, among other things, the general matters and property interests of our Group under the PRC laws;

(g) the PRC data compliance legal opinion issued by King & Wood Mallesons, our legal adviser as to PRC data compliance laws, in respect of certain matters in relation to PRC data compliance of our Group under the PRC data compliance laws;

(h) the material contract referred to in the paragraph headed "Further Information about the Business of Our Company — 1. Summary of Material Contract" in Appendix VI to this prospectus;

(i) the service contracts referred to in the paragraph headed "Further Information about Our Directors and Substantial Shareholders — 3. Service Contracts" in Appendix VI to this prospectus;

(j) the written consents referred to in the paragraph headed "Other Information — 6. Consents" in Appendix VI to this prospectus; and

(k) the PRC Company Law, the PRC Securities Law, the Overseas Listing Trial Measures and the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC together with unofficial English translations thereof.

DIAGENS 德适生物

杭州德適生物科技股份有限公司

Hangzhou Diagens Biotechnology Co., Ltd.