

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.

“Accountants’ Report”	the accountants’ report of our Group, the text of which is set out in Appendix I to this document
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on September 28, 2025 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix V to this document
“Board” or “Board of Directors”	the Board of directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

[REDACTED]

“CFDA”	State Food and Drug Administration (中華人民共和國國家食品藥品監管管理總局)
“Chaoyue Gongchuang No. 1”	Chengdu Chaoyue Gongchuang No. 1 Enterprise Management Partnership Enterprise (Limited Partnership) (成都超越共創一號企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 20, 2025, one of our employee shareholding platforms
“Chaoyue Gongchuang No. 2”	Chengdu Chaoyue Gongchuang No. 2 Enterprise Management Partnership Enterprise (Limited Partnership) (成都超越共創二號企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 20, 2025, one of our employee shareholding platforms

DEFINITIONS

“Chengdu XJND”	Chengdu Xinjianengda Technology Co., Ltd. (成都欣佳能達科技有限公司), a limited liability company established in the PRC on December 2, 2025 and a wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan Province
“Chongzhou Cloud Healthcare”	Chongzhou Good Doctor Cloud Healthcare Technology Co., Ltd. (崇州好醫生雲醫療科技有限公司), formerly known as Chongzhou Xinjianengda Pharmaceutical Co., Ltd. (崇州欣佳能達醫藥有限公司), a limited liability company established in the PRC on June 16, 2023 and an indirect wholly-owned subsidiary of our Company
“Cloud Health HK”	CLOUD HEALTH TECHNOLOGY (HK) COMPANY LIMITED (雲醫療科技(香港)有限公司), a limited liability company established in Hong Kong on February 22, 2019, one of our Controlling Shareholders
“Cloud Healthcare Diagnostic Equipment Manufacturing”	Changsha Good Doctor Cloud Healthcare Diagnostic Equipment Manufacturing Co., Ltd. (長沙好醫生雲醫療診斷設備製造有限公司), formerly known as Changsha Yunying Wanxiang Medical Diagnostic Equipment Manufacturing Co., Ltd (長沙雲影萬像醫療診斷設備製造有限公司), a limited liability company established in the PRC on February 15, 2022 and a wholly-owned subsidiary of our Company
“Cloud Healthcare Equipment”	Sichuan Good Doctor Cloud Healthcare Equipment Co., Ltd. (四川好醫生雲醫療器械有限公司), formerly known as Jinbiao Medical Equipment (Chengdu) Co., Ltd. (金標醫療器械(成都)有限公司), a limited liability company established in the PRC on July 15, 2020 and a wholly-owned subsidiary of our Company
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Company”, “our Company” or “the Company”	Good Doctor Cloud Healthcare & Technology Group Co., Ltd. (四川好醫生雲醫療科技集團股份有限公司), formerly known as Sichuan JND Cloud Healthcare Technology Group Co., Ltd. (四川佳能達雲醫療科技有限公司) from January 2016 to May 2018, Sichuan Good Doctor Cloud Healthcare Technology Co., Ltd. (四川好醫生雲醫療科技有限公司) from May 2018 to December 2023 and Sichuan Good Doctor Cloud Healthcare Technology Group Co. Ltd. (四川好醫生雲醫療科技集團有限公司) from December 2023 to July 2025, a limited liability company established in the PRC on January 5, 2016, which was converted into a joint stock limited company in the PRC on July 18, 2025
“Company Law” or “PRC Company Law”	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
“Controlling Shareholder(s)” or “Controlling Shareholders Group”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Ms. Geng Jie, Mr. Geng Funeng, Mr. Geng Fuchang, Mr. Geng Yuefei, Mr. Xue Yuan, Sichuan JND, Cloud Health HK, Hengqin Cloud Healthcare, Hengqin National Medical Investment and Jiayue Ruihe, as further detailed in the section headed “Relationship with Controlling Shareholders” in this document
“Conversion of Unlisted Shares into H Shares”	The conversion of 539,994,440 [REDACTED] Shares (taking into account the Share Subdivision) in aggregate held by 22 existing Shareholders into H Shares upon the completion of the [REDACTED]. Such conversion of [REDACTED] Shares into H Shares [has been] filed with the CSRC, and CSRC [has issued] the filing notices in respect of the [REDACTED] and the conversion on [●]; and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the Hong Kong Stock Exchange
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“EIT Law”	Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“EU”	European Union

DEFINITIONS

“Extreme Conditions” the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

[REDACTED]

“GDP” gross domestic product

“General Rules of HKSCC” the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures

[REDACTED]

“Good Doctor Clinic” Sichuan Good Doctor Clinic Management Co., Ltd. (四川好醫生診所管理有限公司), a limited liability company established in the PRC on December 7, 2022 and a wholly-owned subsidiary of our Company

“Good Doctor Jiayuetang” Sichuan Good Doctor Jiayuetang Pharmacy Co., Ltd. (四川好醫生佳越堂大藥房有限公司), a limited liability company established in the PRC on April 7, 2025 and a wholly-owned subsidiary of our Company

“Good Doctor Internet Hospital” Good Doctor Internet Hospital Co., Ltd. (好醫生互聯網醫院有限公司), a limited liability company established in the PRC on April 25, 2019 and a subsidiary of our Company which was held by our Company as to 70%

“Good Doctor Medical Laboratory” Chengdu Good Doctor Medical Laboratory Co., Ltd. (成都好醫生醫學檢驗所有限公司), a limited liability company established in the PRC on October 25, 2016 and a subsidiary of our Company which was held by our Company as to 70%

“Group,” “our Group,” “we” or “us” our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

“H Share(s)”	overseas [REDACTED] foreign shares in the share capital of our Company with nominal value of RMB0.1 each, which are to be subscribed for and traded in HK dollars and are to be [REDACTED] on the Hong Kong Stock Exchange
“Hengqin Cloud Healthcare”	Zhuhai Hengqin JND Cloud Healthcare Investment Partnership Enterprise (Limited Partnership) (珠海橫琴佳能達雲醫療投資合夥企業(有限合夥)), a limited partnership established in the PRC on August 24, 2017, one of our Controlling Shareholders
“Hengqin National Medical Investment”	Zhuhai Hengqin JND National Medical Investment Partnership Enterprise (Limited Partnership) (珠海橫琴佳能達國醫投資合夥企業(有限合夥)), a limited partnership established in the PRC on September 20, 2017, one of our Controlling Shareholders
“HK\$” or “HK dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the Hong Kong Accounting Standards Board (HKASB) and the Hong Kong Accounting Standards (HKAS) and interpretations issued by the Hong Kong Accounting Standards Committee (HKASC)

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITIONS

[REDACTED]

“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

[REDACTED]

“Independent Third
Party(ies)”

any entity or person who to the best of our Directors’ knowledge, information and belief, is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiayue Ruihe” Chengdu Jiayue Ruihe Enterprise Management Partnership Enterprise (Limited Partnership) (成都佳越瑞禾企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 26, 2025, one of our Controlling Shareholders

[REDACTED]

“Latest Practicable Date” April 6, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Macau” the Macau Special Administrative Region of the PRC

[REDACTED]

“Ministry of Finance” or Ministry of Finance of the PRC (中華人民共和國財政部)
“MOF”

“MOFCOM” Ministry of Commerce of the PRC (中華人民共和國商務部)

DEFINITIONS

“NDRC”	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)
“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	generally accepted accounting principles of PRC
“PRC Legal Advisor”	Commerce & Finance Law Offices, the PRC legal advisor of our Company
“Pre-[REDACTED] Investment(s)”	the Pre-[REDACTED] investment(s) in our Company undertaken by the Pre-[REDACTED] Investor(s) prior to the [REDACTED], details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Pre-[REDACTED] Investor(s)”	the investor(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Pre-[REDACTED] Share Incentive Scheme”	the share incentive scheme of our Company approved and adopted on September 22, 2025, a summary of the principal terms of which is set forth in “Appendix VI Statutory and General Information — Further Information about Our Directors, Management and Substantial Shareholders — Pre-[REDACTED] Share Incentive Scheme” in this document

DEFINITIONS

[REDACTED]

“province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“Regulation S”	Regulation S under the US Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAC”	Securities Association of China (中國證券業協會)
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration of Industry and Commerce (中華人民共和國國家工商行政管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB0.1 each (taking into account the Share Subdivision)
“Share Subdivision”	the sub-division of the Shares by the Company where the Company subdivided its Shares from one Share of RMB1.0 each into ten Shares of RMB0.1 each, which will become effective immediately prior to the [REDACTED]

DEFINITIONS

“Shareholders(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange (深圳證券交易所)
“Sichuan JND”	Sichuan Jianengda Investment Co., Ltd. (四川佳能達投資有限公司), a limited liability company established in the PRC on December 12, 2011 and one of our Controlling Shareholders
“Sichuan Medical Trade”	Sichuan Jianengda Medical Trade Co., Ltd. (四川佳能達醫藥貿易有限責任公司), a limited liability company established in the PRC on June 15, 2004
“Sichuan XJND”	Sichuan Xinjianengda Pharmaceutical Co., Ltd. (四川欣佳能達醫藥有限公司), formerly known as Sichuan Tongleyuan Pharmaceutical Co., Ltd. (四川同樂元醫藥有限公司) from February 2012 to January 2021, Sichuan Youlilai Pharmaceutical Co., Ltd. (四川優力泰醫藥有限公司) from January 2021 to March 2022, and Sichuan Zhenbaobei Pharmaceutical Co., Ltd. (四川診寶倍醫藥有限公司) from March to April 2022, a limited liability company established in the PRC on February 15, 2012 and a wholly-owned subsidiary of our Company
[REDACTED]	
“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]”
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tianjin Cloud Healthcare”	Tianjin Good Doctor Cloud Healthcare Technology Co., Ltd. (天津好醫生雲醫療科技有限公司), formerly known as Tianjin Xinjianengda Pharmaceutical Co., Ltd. (天津欣佳能達醫藥有限公司) from November 2024 to May 2025, a limited liability company established in the PRC on November 4, 2024 and a wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended December 31, 2023, 2024 and 2025

[REDACTED]

DEFINITIONS

“[REDACTED] Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB0.1 each (taking into account the Share Subdivision), which is/are subscribed for or credited as paid in Renminbi and not listed on any stock exchange
“US Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

[REDACTED]

“%” per cent

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.