
DEFINITIONS

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

“Accountant’s Report”	the accountant’s report for our Group, the text of which is set out in Appendix I to this Document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the articles of association of our Company adopted on March 25, 2026 with effect upon [REDACTED] (as amended from time to time), a summary of which is set out in Appendix IV to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the 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

[REDACTED]

“CDMO”	contract development and manufacturing organization, which provides outsourced development and manufacturing services
“China” or “the 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” or “the PRC” do not apply to the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan, 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

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“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”	Weicare Probiotics Co., Ltd. (微康益生菌(蘇州)股份有限公司), formerly registered under the name Jiangsu Weikang Biotechnology Co., Ltd (江蘇微康生物科技股份有限公司) and Jiangsu Zishi Weikang Biotechnology Co., Ltd. (江蘇紫石微康生物科技股份有限公司), a limited liability company established in the PRC on July 25, 2013 and converted into a joint stock company with limited liability on November 17, 2020
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Conversion”	the conversion of [REDACTED] Unlisted Shares into H Shares upon the completion of [REDACTED], as described in further detail in the section headed “Share Capital”
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“COVID-19”	a viral respiratory disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“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)”	the director(s) of our Company
“Dr. Fang”	Dr. FANG Shuguang (方曙光), our founder, the chairman of our Board, the chief scientist, an executive Director of our Company and a member of our Single Largest Group of Shareholders
“EFSA”	the European Food Safety Authority
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)

DEFINITIONS

“ESG”	environmental, social and corporate governance
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong 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”	the U.S. Food and Drug Administration

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry consultant commissioned by us to prepare the Frost & Sullivan Report
“Frost & Sullivan Report”	an independent market research report commissioned and prepared by Frost & Sullivan for the purpose of this Document
“GDP”	gross domestic product

[REDACTED]

“Group”, “our Group”, “our”, “we”, or “us”	our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the context may require)
“Guide”	the Guide for New Listing Applicants published by the Stock Exchange (as amended or supplemented or otherwise modified from time to time)

[REDACTED]

“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
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[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[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
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[REDACTED]

“IASB”	International Accounting Standards Board
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DEFINITIONS

“IFRS”	the International Financial Reporting Standards, which as collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the IASB
“IIT Law”	the Individual Income Tax Law of the PRC 《中華人民共和國個人所得稅法》
“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

“Latest Practicable Date”	April 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication
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[REDACTED]

“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
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[REDACTED]

DEFINITIONS

“Listing Rules” or “Hong Kong 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)
“Luohe Weikang”	Luohe Weikang Probiotics Biotechnology Co., Ltd. (漯河微康益生菌生物科技有限公司), a limited liability company established in the PRC on February 27, 2018, a wholly-owned subsidiary of our Company
“Luohe Weikang Agricultural”	Luohe Weikang Agricultural Biotechnology Co., Ltd. (漯河微康農業生物科技有限公司), a limited liability company established in the PRC on June 2, 2021, a wholly-owned subsidiary of our Company
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong Stock Exchange
“MARA”	Ministry of Agriculture and Rural Affairs of the PRC (中華人民共和國農村農業部)
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ms. Chen”	Ms. CHEN Huilai (陳慧來), spouse of Dr. Fang
“NDRC”	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)
“NHC”	the National Health Commission of the PRC
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Measures for the Administration on 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 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)
“PRC GAAP”	generally accepted accounting principles of the PRC
“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”	Commerce & Finance Law Offices, the PRC legal adviser to our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“ROW”	the rest of the world

[REDACTED]

“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Shanghai Chenkang”	Shanghai Chenkang Industrial Development Co., Ltd. (上海宸康實業發展有限公司), a limited liability company established in the PRC on November 3, 2022, and a member of our Single Largest Group of Shareholders
“Shanghai Huankang”	Shanghai Huankang Business Management Center (Limited Partnership) (上海浣康企業管理中心(有限合夥)), a limited partnership established in the PRC on November 27, 2017, and a member of our Single Largest Group of Shareholders
“Single Largest Group of Shareholders”	refers collectively to Dr. Fang, Ms. Chen, Shanghai Chenkang, Suzhou Chenkang, Suzhou Zhongkang, Shanghai Huankang and Suzhou Zekang

DEFINITIONS

[REDACTED]

“Sole Sponsor” Haitong International Capital Limited

[REDACTED]

“STA” the State Taxation Administration (中華人民共和國國家稅務總局)

[REDACTED]

“State Council” the State Council of the PRC (中華人民共和國國務院)

“Strategy Committee” the strategy committee of the Board

“subsidiary(ies)” has the meaning ascribed thereto under the Listing Rules

“substantial shareholder(s)” has the meaning ascribed thereto under the Listing Rules

“Suzhou Chenkang” Suzhou Chenkang Biotechnology Co., Ltd. (蘇州宸康生物科技股份有限公司), a limited liability company established in the PRC on March 3, 2023, and one of our Single Largest Shareholders

“Suzhou Zekang” Suzhou Zekang Enterprise Management Consulting Partnership (Limited Partnership) (蘇州澤康企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on June 18, 2020, and a member of our Single Largest Group of Shareholders

“Suzhou Zhongkang” Suzhou Zhongkang Investment Management Enterprise (Limited Partnership) (蘇州眾康投資管理企業(有限合夥)), a limited partnership established in the PRC on August 12, 2015, and a member of our Single Largest Group of Shareholders

“Takeovers Code” or “Hong Kong Takeovers Code” the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Track Record Period” the period comprising the financial years ended December 31, 2023, 2024 and 2025

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“Unlisted Shares”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are unlisted Shares which are currently 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
“VAT”	value-added tax
“Wecare America”	Wecare America INC, a company established in the United States on April 2, 2022, a wholly-owned subsidiary of our Company

[REDACTED]

“Wuhan Weikang”	Wuhan Weikang Probiotics Research Institute Co., Ltd. (武漢微康益生菌研究院有限公司), a limited liability company established in the PRC on April 18, 2018, a wholly-owned subsidiary of our Company
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For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including our subsidiaries) 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.

Certain amounts and percentage figures included in this Document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.