

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 “Glossary of Technical Terms”.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in “Appendix I”
“affiliate(s)”	with respect to any specified person, or 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 of Hong Kong
“Ande Sales”	Shandong Ande Healthcare Apparatus Sales Co., Ltd. (山東安得醫療用品銷售有限公司), a limited liability company established under the laws of the PRC on November 29, 2016, which is one of our subsidiaries
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on May 6, 2026 with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in “Appendix V — Summary of Articles of Association”
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	our board of Directors of our Company
“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]	[REDACTED]
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China and for the purpose of this document only and for geographical reference only, except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	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”	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”	Shandong Ande Healthcare Apparatus Co., Ltd. (山東安得醫療用品股份有限公司), a company established under the laws of the PRC on January 23, 2003 and converted into a joint stock company with limited liability on June 1, 2022.
“Compliance Advisor”	Yue Xiu Capital Limited

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“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Ji, Mr. Zou Peng (鄒鵬), Ms. Wang Huimin (王卉敏), Mr. Tian Xiaolei (田曉雷), Shanghai Yirui, Zibo Heyi, Zibo Weilan, Zibo Xinye, Zibo Chuangyue, Shanghai Zhuanjingle, Zibo Zhongce, Zibo Zhongjie, Zibo Zhongcheng, Zibo Zhonghui, Zibo Zhonghe and Zibo Zhongyue
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“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
“EIT”	enterprise income tax
“Employee Shareholding Platforms”	Zibo Weilan, Zibo Xinye, Zibo Chuangyue, Shanghai Zhuanjingle, Zibo Zhongce, Zibo Zhongjie, Zibo Zhongcheng, Zibo Zhonghui, Zibo Zhonghe, Zibo Zhongyue, Zibo Zunxin and Zibo Tongxinyuan
[REDACTED]	[REDACTED]
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale with serious extreme and widespread impact, such as large-scale power outage, extensive flooding, major landslides and serious obstruction of public transport services
[REDACTED]	[REDACTED]
“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “we” or “us”	our Company and its subsidiaries from time to time
“Guide”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which will be [REDACTED] and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong”, “HK” or “Hong Kong SAR”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Independent Third Party(ies)”	entity(ies) or person(s) which, to the best of the Directors’ knowledge, information, and belief having made all reasonable enquiries, is/are not a connected person(s) of our Company within the meaning of the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	May 8, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“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 exchange (excluding the option market) operated by the Stock Exchange which is independent from, and operated in parallel with, GEM of the Stock Exchange
“Mr. Ji”	Mr. Ji Yuexiang (季躍相), the chairman of the Board and executive Director and one of the Controlling Shareholders of the Company

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“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)
“Nomination Committee”	the nomination committee of our Board
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Patrick Choay SAS”	formerly known as Patrick Choay S.A.S., a France-incorporated simplified joint stock company and one of our Shareholders
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisor”	Allbright Law Offices, our legal advisor as to PRC law
[REDACTED]	[REDACTED]
“document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of our Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shandong Toge”	Shandong Toge Medical Technology Co., Ltd. (山東同齊醫學科技有限公司), a limited liability company established under the laws of the PRC on July 25, 2022, which is one of our subsidiaries
“Shanghai Yirui”	Shanghai Yirui Investment Co., Ltd. (上海億瑞投資有限公司), a limited liability company established under the laws of the PRC on November 17, 2009, which is one of the Controlling Shareholders of the Company
“Shanghai Zhuanjingle”	Shanghai Zhuanjingle Investment Co., Ltd. (上海專敬樂投資有限公司), a limited liability company established under the laws of the PRC on June 26, 2012, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]”
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Strategy Committee”	the strategy committee of the Board
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“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
“Track Record Period”	the financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed to it under the Listing Rules

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“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
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. dollar” or “US\$”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder, as amended, supplemented or otherwise modified from time to time
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“VAT”	value-added tax
“Zibo Chuangyue”	Zibo Chuangyue Investment Partnership Enterprise (Limited Partnership) (淄博創悅投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on February 9, 2021, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Tongxinyuan”	Zibo Tongxinyuan Investment Partnership Enterprise (Limited Partnership) (淄博同心圓投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on January 14, 2026, which is an Employee Shareholding Platform of the Company
“Zibo Heyi”	Zibo Heyi Investment Co., Ltd. (淄博合一投資有限公司), a limited liability company established under the laws of the PRC on February 2, 2021, which is one of the Controlling Shareholders of the Company
“Zibo Weilan”	Zibo Weilan Investment Partnership Enterprise (Limited Partnership) (淄博蔚藍投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on February 7, 2021, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Xinye”	Zibo Xinye Investment Partnership Enterprise (Limited Partnership) (淄博鑫業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on February 9, 2021, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zhongce”	Zibo Zhongce Investment Partnership Enterprise (Limited Partnership) (淄博眾策投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 25, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company

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“Zibo Zhongcheng”	Zibo Zhongcheng Investment Partnership Enterprise (Limited Partnership) (淄博眾城投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 25, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zhonghe”	Zibo Zhonghe Investment Partnership Enterprise (Limited Partnership) (淄博眾和投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 25, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zhonghui”	Zibo Zhonghui Investment Partnership Enterprise (Limited Partnership) (淄博眾惠投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 26, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zhongjie”	Zibo Zhongjie Investment Partnership Enterprise (Limited Partnership) (淄博眾捷投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 26, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zhongyue”	Zibo Zhongyue Investment Partnership Enterprise (Limited Partnership) (淄博眾越投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 26, 2023, which is an Employee Shareholding Platform and one of the Controlling Shareholders of the Company
“Zibo Zunxin”	Zibo Zunxin Investment Partnership Enterprise (Limited Partnership) (淄博尊信投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 17, 2025, which is an Employee Shareholding Platform of the Company
“%”	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of 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.

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

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.