
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings.

“affiliate”	with respect to any person, any other person, directly or indirectly, controlling, controlled by or under common control with such person
“AFRC”	Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, which was conditionally adopted on [•] with effect from the [REDACTED], and a summary of which is set forth in Appendix III to this document
“associate”	has the meaning ascribed to it under the Listing Rules

[REDACTED]

“Board” or “Board of Directors”	the board of directors of our Company
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised), of the Cayman Islands
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DEFINITIONS

[REDACTED]

“Chairman”	the chairman of the Board
“China” or “PRC”	the People’s Republic of China, excluding, for the sole purpose of this document, Hong Kong, Macau and Taiwan region
“Chinese Medicine Ordinance”	the Chinese Medicine Ordinance (Chapter 549 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“close associate”	has the meaning ascribed to it under the Listing Rules
“CMCHK”	the Chinese Medicine Council of Hong Kong
“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
“Company” or “our Company”	JPJ (TCM) Limited, an exempted company incorporated in the Cayman Islands with limited liability on March 26, 2026
“Competition Ordinance”	the Competition Ordinance (Chapter 619 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“connected person”	has the meaning ascribed to it under the Listing Rules
“connected transaction”	has the meaning ascribed to it under the Listing Rules
“Control of Chemicals Ordinance”	the Control of Chemicals Ordinance (Chapter 145 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder”	any of the persons referred to in the section headed “Relationship with JBM — Our Controlling Shareholders,” each being a controlling shareholder within the meaning of the Listing Rules
“core connected person”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	coronavirus disease 2019
“Department of Health”	the Department of Health of the Government of Hong Kong

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“Director” a director of our Company

[REDACTED]

“Extreme Conditions” extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company and an Independent Third Party

“Frost & Sullivan Report” a market research report prepared by Frost & Sullivan as commissioned by our Company for the purpose of this document

[REDACTED]

“Group,” “we,” “our” or “us” our Company and, where appropriate, its subsidiaries or, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors, as the case may be

[REDACTED]

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKFRSs”

HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

DEFINITIONS

[REDACTED]

“Independent Third Party”

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

[REDACTED]

DEFINITIONS

“Jacobson Pharma”	Jacobson Pharma Corporation Limited, a company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2633) and an associate of Mr. Sum
“Jacobson Pharma Group”	Jacobson Pharma and its subsidiaries
“JBM”	JBM (Healthcare) Limited, a company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2161)
“JBM BVI”	JBM (BVI) Limited, a company with limited liability incorporated under the laws of the BVI on January 15, 2020, which is wholly-owned by JBM
“JBM Group”	JBM and its subsidiaries (excluding our Group)
“JBM Shareholders”	holders of JBM Shares
“JBM Shares”	ordinary shares of HK\$0.01 each in the share capital of JBM
“Jetstar”	Jetstar Company Limited, a company with limited liability incorporated under the laws of Hong Kong on October 8, 1991, which is a wholly-owned subsidiary of our Company

[REDACTED]

“Kenford Medical”	Kenford Medical Group Company Limited, a company with limited liability incorporated under the laws of Hong Kong on June 21, 2016, which is a wholly-owned subsidiary of our Company
“Kenford Medical Group”	Kenford Medical and its subsidiaries
“King Pui”	King Pui Chinese Medical Group Limited, a company with limited liability incorporated under the laws of Hong Kong on April 22, 2016, which is a wholly-owned subsidiary of our Company
“Latest Practicable Date”	[July 10, 2026,] being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“LCST (Holdings)”	Li Chung Shing Tong (Holdings) Limited, a company with limited liability incorporated under the laws of Hong Kong on January 8, 1988, which is a subsidiary of our Company owned as to 96.8% by our Company

DEFINITIONS

“Legal Counsel”	Cherry Qili Xu, barrister-at-law in Hong Kong
“Ling Chi Medicine”	Ling Chi Medicine (H.K.) Limited, a company with limited liability incorporated under the laws of Hong Kong on January 25, 2017, which is a wholly-owned subsidiary of our Company
“Lincoln’s Hill”	Lincoln’s Hill Development Limited, a company with limited liability incorporated under the laws of the BVI on November 12, 2020, which was wholly-owned by Trust Co as of the Latest Practicable Date
[REDACTED]	
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
[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
“m ³ ”	cubic meters
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, which was adopted on July 13, 2026, with effect from July 13, 2026, and a summary of which is set forth in Appendix III to this document
“Mr. Sum”	Sum Kwong Yip Derek, our non-executive Director, Chairman and Controlling Shareholder
“NMPA”	the National Medical Products Administration of the PRC, formerly known as China Food and Drug Administration, or CFDA, or China Drug Administration, or CDA

DEFINITIONS

[REDACTED]

“Orizen”	Orizen Capital Limited, a company with limited liability incorporated under the laws of the BVI on June 6, 2018, which is a wholly-owned subsidiary of our Company
“Orizen Group”	Orizen and PCCH

[REDACTED]

“PCCH”	Hong Kong Premier Concentrated Chinese Herbs Limited, a company with limited liability incorporated under the laws of Hong Kong on March 26, 2003, which is a wholly-owned subsidiary of our Company
“Pharmacy and Poisons Ordinance”	the Pharmacy and Poisons Ordinance (Chapter 138 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

[REDACTED]

“Queenshill”	Queenshill Development Limited, a company with limited liability incorporated under the laws of the BVI on December 12, 2012
“Queenshill Trustco”	Queenshill Development Group Inc., a company incorporated in the Commonwealth of The Bahamas which is wholly-owned by UBS Trustees (Jersey) Ltd., the trustee of The Queenshill Trust
“Quinwood”	Quinwood Limited, a company with limited liability incorporated under the laws of Jersey on April 25, 1986, which is a subsidiary of our Company owned as to 92% by our Company

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	Renminbi yuan, the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by us in preparation for the [REDACTED], details of which are set forth in the section headed “History, Reorganization and Corporate Structure — Reorganization”

DEFINITIONS

[REDACTED]

“S\$”	Singapore dollars, the lawful currency of Singapore
“Science Park”	the Hong Kong Science and Technology Parks Corporation
“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
“Shares”	the shares of HK\$0.01 each in the share capital of our Company
“Shareholder”	holder of Shares
“Siulun Medheart”	Siulun Medheart Company Limited, a company with limited liability incorporated under the laws of Hong Kong on June 2, 2020, which is a wholly-owned subsidiary of our Company
“SKU”	stock keeping unit
“Sole Sponsor”	Quam Capital Limited, a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, being the sole sponsor to the [REDACTED]

[REDACTED]

“sq.m.”	square meters
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DEFINITIONS

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“TGA”	the Australia Therapeutic Goods Administration, a regulatory authority for therapeutic goods in Australia that regulates therapeutic goods through pre-market assessment, post-market monitoring and enforcement of standards, licensing of Australian manufacturers and verifying overseas manufacturers’ compliance with the same standards as their Australian counterparts
“The Kingshill Trust”	a discretionary trust established by our non-executive Director and Chairman, Mr. Sum (as the settlor), on May 16, 2016 with Mr. Sum and his family members as the discretionary beneficiaries
“The Queenshill Trust”	a discretionary trust established by our non-executive Director and Chairman, Mr. Sum (as the settlor), on May 16, 2016 with Mr. Sum and his family members as the discretionary beneficiaries
“Tin Hee Tong”	Tin Hee Tong Medicine Factory, Limited, a company with limited liability incorporated under the laws of Hong Kong on December 20, 1966, which is a wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended March 31, 2026
“Trust Co”	Kingshill Development Group Inc., a company incorporated in the BVI which is wholly-owned by UBS Nominees Limited as nominee for UBS Trustees (B.V.I.) Limited, the trustee of The Kingshill Trust
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

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

“USM Rules”

the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong), as amended from time to time