
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of technical terms”.

“91health Hangzhou”	91health Hangzhou Limited* (杭州智雲匯醫科技有限公司), a wholly foreign owned enterprise established in the PRC on December 30, 2020 and a wholly-owned subsidiary of our Company
“91health Shanghai”	91health Shanghai Limited* (上海運臻網絡科技有限公司), a company established in the PRC on November 24, 2015 and a wholly-owned subsidiary of our Company
“Accountants’ Report”	the historical financial information of our Company for the Track Record Period, as included in Appendix I
“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
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted by a special resolution passed on June 10, 2022 with effect from the [REDACTED]
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “the PRC”

the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, Macau and Taiwan

“Chengdu Zhiyun Internet Hospital”

Chengdu Zhiyun Internet Hospital Co., Ltd.* (成都智雲互聯網醫院有限公司), a company incorporated in the PRC on June 18, 2021 and a subsidiary of our Company

DEFINITIONS

“Class I hospitals”	primary hospitals and medical clinics that directly provide the community of a certain population with comprehensive services of medical treatment, prevention, rehabilitation, and health care
“Class II hospitals”	regional hospitals that provide comprehensive medical and health services across multiple communities, as well as undertake certain medical education and scientific research tasks. Such hospitals typically have 100-500 beds
“Class III hospitals”	hospitals that provide high-level specialized medical and health services to several regions, and they are medical centers with comprehensive medical, educational, and scientific research capabilities. Such hospitals typically have more than 500 beds
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws 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)
“Company”, “our Company”, or “the Company”	ClouDr Group Limited (formerly known as 91health Group Limited), an exempted company with limited liability incorporated in the Cayman Islands on August 24, 2015
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	collectively, Hangzhou Kangming and its subsidiaries, Chengdu Zhiyun Internet Hospital and Tianjin Zhiyun, the financial accounts of which have been consolidated and accounted for as if they were subsidiaries of our Company by virtue of the Contractual Arrangements
“Contractual Arrangement(s)”	the series of contractual arrangements entered into between, among others, 91health Hangzhou, Hangzhou Kangming and its subsidiaries, and the Registered Shareholders, as detailed in “Contractual Arrangements”

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FRC”	the Financial Reporting Council of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan

[REDACTED]

“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
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[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements) from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
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“Hangzhou Kangming”	Hangzhou Kangming Information Technology Co., Ltd.* (杭州康明信息技術有限公司), a company established in the PRC with limited liability on December 11, 2020 and a Consolidated Affiliated Entity
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DEFINITIONS

"Hangzhou Kangsheng"	Hangzhou Kangsheng Health Management Consultant Co., Ltd.* (杭州康晟健康管理諮詢有限公司), a company established in the PRC with limited liability on December 9, 2014 and a wholly owned subsidiary of our Company
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK\$", "HK dollars" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

"Hong Kong Takeovers Code" or "Takeovers Code"	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
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DEFINITIONS

[REDACTED]

“ICP license”	the value-added telecommunications business operating license for internet information service
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors” the Joint Sponsors of the [REDACTED] as named in “Directors and parties involved in the [REDACTED]”

“Latest Practicable Date” [June 10, 2022], being the latest practicable date for ascertaining certain information in this document before its publication

“Laws” all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted by a special resolution passed on June 10, 2022, with effect from the [REDACTED]
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry of the PRC (中華人民共和國資訊產業部))
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
“Mr. Kuang”	Mr. Kuang Ming (匡明), our founder, executive Director, chairman and chief executive officer
“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
“NHSA”	National Healthcare Security Administration of the PRC (中華人民共和國國家醫療保障局)

DEFINITIONS

[REDACTED]

[REDACTED]

“[REDACTED] Share Award Scheme”

the [REDACTED] share award scheme approved and adopted by our Company on June 10, 2022, the principal terms of which are set out in “Statutory and general information — [REDACTED] Share Award Scheme” in Appendix IV

“PRC Legal Adviser”

Tian Yuan Law Firm, our legal adviser on PRC laws

“Preferred Shares”

the series A-1 preferred shares, series A-2 preferred shares, series B preferred shares, series B-1 preferred shares, series C-1 preferred shares, series C-2 preferred shares, series C-3-1 preferred shares, series C-3-2 preferred shares, series D preferred shares, series D+ preferred shares, series E preferred shares, and series E+ preferred shares in the share capital of our Company, currently of nominal value US\$0.0001 each

DEFINITIONS

“ [REDACTED] Equity Incentive Scheme ”	the [REDACTED] equity incentive scheme approved and adopted by our Company on August 24, 2015, the principal terms of which are set out in “Statutory and general information — [REDACTED] Equity Incentive Scheme” in Appendix IV
“ [REDACTED] Investment(s) ”	the investment(s) in our Company undertaken by the [REDACTED] Investors prior to this [REDACTED] , the details of which are set out in “History, reorganisation, and corporate structure”
“ [REDACTED] Investor(s) ”	the investors in our Company prior to our [REDACTED] , as set out in “History, reorganisation, and corporate structure”
[REDACTED]	
“ QIB ”	a qualified institutional buyer within the meaning of Rule 144A
“ Registered Shareholders ”	the registered shareholders of the Hangzhou Kangming from time to time; the current registered shareholders are identified in “Contractual Arrangements”
“ registered users ”	user accounts that have registered on our individual chronic condition management platform as patients
“ Regulation S ”	Regulation S under the U.S. Securities Act
“ Reorganisation ”	the corporate restructuring of the Group in preparation for the [REDACTED] , as described in “History, reorganisation, and corporate structure — Reorganisation”
“ RMB ” or “ Renminbi ”	Renminbi, the lawful currency of China
“ Rule 144A ”	Rule 144A under the U.S. Securities Act

DEFINITIONS

“SAFE”	the State Administration for 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), which has now been merged into 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)
“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)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary shares in the share capital of our Company, currently of nominal value US\$0.0001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Share Incentive Plans”	Collectively, the [REDACTED] Equity Incentive Scheme and the [REDACTED] Share Award Scheme
“staff costs”	salaries, benefits, welfare and other related costs and expenses, including share-based compensation, paid to or for our employees, doctors practicing on our platform and our flexible staff, as applicable
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Tianjin Zhiyun”	Tianjin Zhiyun Comprehensive Clinic Co., Ltd.* (天津智雲綜合門診有限公司), a company established in the PRC with limited liability on March 26, 2021, and a Consolidated Affiliated Entity
“Track Record Period”	the years ended December 31, 2019, 2020 and 2021
“users”	users who have accessed our individual chronic condition management platform or used our pharmacy walk-in service, tracked by mobile phone numbers
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“U.S. dollars”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. SEC”	the Securities and Exchange Commission of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder
	<p style="text-align: center;">[REDACTED]</p>
“VAT”	value-added tax
“VIE”	variable interest entity
“Yinbang Insurance Brokerage”	Yinbang Insurance Brokerage Co., Ltd.* (銀邦保險經紀有限公司), a company established in the PRC with limited liability on September 5, 2011 and a Consolidated Affiliated Entity

DEFINITIONS

“**Yinchuan Zhiyun Internet Hospital**”

Yinchuan Zhiyun Internet Hospital Co., Ltd.* (銀川智雲互聯網醫院有限公司), a company established in the PRC with limited liability on July 12, 2017 and a Consolidated Affiliated Entity

“%”

per cent

* *For identification purpose only*

Unless otherwise specified, all references to any shareholdings in our Company following the completion of the [REDACTED] assume that the [REDACTED] is not exercised and no Shares are issued under the [REDACTED] Share Award Scheme.

The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.