

DEFINITIONS

“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 amended and restated articles of association of our Company conditionally adopted on 22 June 2022 and effective on the [REDACTED], as amended or supplemented from time to time, a summary of which is set forth in Appendix III to this document
“Audit Committee”	the audit committee of our Board
“Beijing Sinohealth”	Beijing Zhongkang Tongrun Technology Co., Ltd. (北京中康通潤科技有限公司), a limited liability company established in the PRC on 26 November 2021, which is held as to 20% by Mr. Wang Mengliang (王夢良), an employee of our Group, 70% by WFOE and 10% by Guangzhou Ruishu, and an indirect non wholly-owned subsidiary of our Group
“Big Data & AI Lab”	one of our research and development teams focusing on big data and AI technologies
“BNP Paribas” or “Sole Sponsor” or “[REDACTED]” or “[REDACTED]”	BNP Paribas Securities (Asia) Limited, a licensed corporation under the SFO and permitted to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 6 (advising on corporate finance) of the regulated activity as defined under the SFO, acting as the sole sponsor to the [REDACTED]
“Board”	the board of Directors
“business day” or “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
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“CAC Measures”	the Measures for Cybersecurity Review (《網絡安全審查辦法》) jointly promulgated by the CAC and ten other government departments on 13 April 2020, and took effect on 1 June 2020

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“CAC Measures II”	the revised Measures for Cybersecurity Review (《網絡安全審查辦法》) jointly promulgated by the CAC and 12 other government departments on 28 December 2021, which took effect and replaced the CAC Measures on 15 February 2022
“[REDACTED]”	the issue of [REDACTED] Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company which is set forth in the section headed “Statutory and General Information—A. Further Information about our Company and its Subsidiaries—3. Written Resolutions of all the Shareholders passed on 27 April 2022 and 22 June 2022” in Appendix IV to this document
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“chain pharmacy”	a pharmacy retail chain generally consisting of ten or more retail stores
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“CHIS”	Chinese Health Industry Intelligence Information System, one of our SaaS products that provides data insights mainly based on drug information analytics
“Circular 13”	the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving Policies for Foreign Exchange Administration for Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE on 13 February 2015 and effective from 1 June 2015
“Circular 37”	the Circular of the State Administration of Foreign Exchange on Issues Concerning Foreign Exchange Administration Over the Overseas Investment and Financing and Round-Trip Investment by Domestic Residents via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE on 4 July 2014 and effective from the same date
“CIT Law”	the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated on 16 March 2007 and amended on 24 February 2017 and 29 December 2018
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“CMH”	cooperation under the CMH Cooperation Agreements

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“CMH Cooperation Agreement(s)”	the agreements with retail pharmacies in the PRC in respect of data cooperation arrangements. Under the agreements, retail pharmacies provide, on a monthly basis retail data, while we provide our data insights and reports to the retail pharmacies in return
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“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, modified and supplemented from time to time
“Company” or “our Company”	Sinohealth Holdings Limited (中康控股有限公司) (formerly known as Sinohealth Technology Holdings Limited (中康科技控股有限公司)), an exempted company with limited liability incorporated in the Cayman Islands on 4 March 2019, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 July 2021
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	the entities we will control through the Contractual Arrangements after the Reorganization, namely Sinohealth Information and its subsidiaries, being Sinohealth Junyi, Guangzhou Jiasi, Sinohealth Jianshu, Guangzhou Xinkang, Guangzhou Xinyi, Guangzhou Xinshun, Jiangxi Xinshun, Guangzhou Zhuomuniao, Hainan Sinohealth, Guangzhou Junyi and Sinohealth Tong
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, WFOE, Sinohealth Information and its subsidiaries, the VIE Shareholders and the Other VIE Shareholders, as applicable, on 8 June 2021 and 6 May 2022, the details of which are described in the section headed “Contractual Arrangements” in this document
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this document, refers to Wellmark BVI, WLF BVI, Rikan LLP, Mr. Wu and Ms. Wang
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set forth in Appendix 14 to the Listing Rules, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Data Security Law”	the Data Security Law of the PRC (《中華人民共和國數據安全法》) promulgated by the SCNPC on 10 June 2021, and took effect on 1 September 2021
“Deed of Indemnity”	the deed of indemnity dated 27 April 2022 entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of its subsidiaries) to provide certain indemnities, further information on which is set forth in the section headed “Statutory and General Information—D. Other Information—3. Estate Duty, Tax and Other Indemnity” in Appendix IV to this document
“Director(s)”	the director(s) of our Company
“Downward [REDACTED] Adjustment”	an adjustment that has the effect of setting the final [REDACTED] up to 10% below the bottom end of the indicative [REDACTED] range
“Draft CAC Regulations”	the Regulations on the Administration of Cyber Data Security (Draft for Comments) (《網絡數據安全管理條例(徵求意見稿)》) promulgated by the CAC on 14 November 2021

[REDACTED]

“Extreme Conditions”	extreme conditions caused by super typhoons, including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons, as announced by the government of Hong Kong
“FIL”	the Foreign Investment Law of the PRC (中華人民共和國外商投資法)
“FRC”	Financial Reporting Council

DEFINITIONS

[REDACTED]

"governmental authority" any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, 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

[REDACTED]

"Group", "our Group",
"we" or "us" our Company, our subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements), or any of them at the relevant point of time or, where the context so requires, in respect of the period before our Company becoming the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)

"Guangzhou Jiasi" Guangzhou Jiasi Information Technology Company Limited (廣州嘉思信息科技有限公司), a limited liability company established in the PRC on 22 May 2019, which is directly held as to 100% by Sinohealth Information, and deemed to be an indirect wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements

"Guangzhou Jisi" Guangzhou Jisi Digital Technology Company Limited (廣州吉思數字科技有限公司), a limited liability company established in the PRC on 22 May 2019, which is held as to 75% and 25% by WFOE and Mr. Tang (the chief technology officer of our Group), respectively, and an indirect non wholly-owned subsidiary of our Group

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“Guangzhou Junyi”	Guangzhou Junyi Consulting Partnership Enterprise (LLP) (廣州君宜諮詢合夥企業(有限合夥)), a limited partnership enterprise established in the PRC on 9 January 2020, the general partner of which is Sinohealth Information holding 40% interests, and the remaining one limited partner of which is Mr. Cao Chengzhi (曹承志), an employee of our Group, holding 60% interests. It will apply for deregistration after Sinohealth Tong (the investee company of Guangzhou Junyi) being deregistered, and upon deregistration, Guangzhou Junyi will cease to be our Group company
“Guangzhou Kangpu”	Guangzhou Kangpu Corporate Consulting Company Limited (廣州康普企業諮詢有限公司), a limited liability company established in the PRC on 10 March 2020, which ceased to be our Group company upon deregistration on 11 August 2021
“Guangzhou Kangyang”	Guangzhou Kangyang Network Technology Company Limited (廣州康揚網絡科技有限公司), a limited liability company established in the PRC on 17 May 2017, which ceased to be our Group company upon deregistration on 11 August 2021
“Guangzhou Kangzhi”	Guangzhou Kangzhi Digital Technology Company Limited (廣州康智數字科技有限公司), a limited liability company established in the PRC on 13 November 2020, which is held as to 70% and 30% by WFOE and Mr. Mao Zhiqi (毛之奇) (an Independent Third Party save for his investment in such company), respectively, and an indirect non wholly-owned subsidiary of our Group
“Guangzhou Maizhi”	Guangzhou Maizhi Network Technology Company Limited (廣州邁智網絡科技有限公司), a limited liability company established in the PRC on 23 September 2014, which ceased to be our Group company upon deregistration on 29 June 2018
“Guangzhou Rilang”	Guangzhou Rilang Consulting Partnership Enterprise (LLP) (廣州日朗諮詢合夥企業(有限合夥)), a limited partnership enterprise established in the PRC on 6 January 2020, the general partner of which was Guangzhou Xinyi holding 90% interests, and the limited partner of which was Sinohealth Information, holding 10% interests, which ceased to be our Group company upon deregistration on 16 August 2021

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“Guangzhou Ruishu”	Guangzhou Ruishu Consulting Partnership (LLP) (廣州睿數諮詢合夥企業(有限合夥)), a limited partnership enterprise established in the PRC on 28 October 2021, the general partner of which is Hainan Sinohealth Lian holding 40% interests, and the remaining one limited partner of which is Mr. Cao Chengzhi (曹承志), an employee of our Group, holding 60% interests, and a non wholly-owned subsidiary of our Group
“Guangzhou Sinohealth Lian”	Guangzhou Sinohealth Lian Health Management Technology Company Limited (廣州中康聯健康管理科技有限公司), a limited liability company established in the PRC on 30 March 2017, which ceased to be our Group company upon deregistration on 14 August 2021
“Guangzhou Xinkang”	Guangzhou Xinkang Information Technology Company Limited (廣州心康信息科技有限公司), a limited liability company established in the PRC on 14 November 2016, which is directly held as to 94% by Sinohealth Information, and deemed to be an indirect and non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements; the remaining 6% equity interest of Guangzhou Xinkang is held as to 4% and 2% by Mr. Zhou Pingping (周平平) and Mr. Xie Chaoliang (謝朝亮), both being employees of our Group, respectively
“Guangzhou Xinshun”	Guangzhou Xinshun Technology Company Limited (廣州心順科技有限公司), a limited liability company established in the PRC on 22 October 2020, which is directly held as to 35% and 30% by Sinohealth Information and Guangzhou Xinkang, respectively, and deemed to be an indirect and non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements; the remaining 35% equity interest of Guangzhou Xinshun is held by Mr. Xiao Lin (肖淋), an employee of our Group
“Guangzhou Xinyi”	Guangzhou Xinyi Consulting Company Limited (廣州新益諮詢有限公司), a limited liability company established in the PRC on 15 April 2020, which is directly held as to 100% by Sinohealth Information, and deemed to be an indirect wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements. It is in the course of applying for deregistration, which is expected to be completed in around late July 2022, and upon deregistration, Guangzhou Xinyi will cease to be our Group company

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“Guangzhou Xisi”	Guangzhou Xisi Digital Technology Company Limited (廣州西思數字科技有限公司), a limited liability company established in the PRC on 4 June 2019, which is directly held as to 100% by WFOE and an indirect wholly-owned subsidiary of our Group
“Guangzhou Zhuomuniao”	Guangzhou Zhuomuniao Medical Clinic Company Limited (廣州卓睦鳥醫療門診有限公司), a limited liability company established in the PRC on 14 October 2020, which is directly held as to 100% by Sinohealth Jianshu, and deemed to be an indirect non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements
“Hainan Sinohealth”	Hainan Sinohealth Technology Company Limited (海南中康科技有限公司), a limited liability company established in the PRC on 26 December 2019, which is directly held as to 100% by Sinohealth Information, and deemed to be an indirect wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements
“Hainan Sinohealth Lian”	Hainan Sinohealth Lian Digital Medical Technology Company Limited (海南中康聯數字醫學科技有限公司), a limited liability company established in the PRC on 26 December 2019, which is directly held as to 100% by WFOE and an indirect wholly-owned subsidiary of our Group
“Hansson BVI”	Hansson Holdings Limited, a limited liability company incorporated in the BVI on 24 December 2020, which is directly wholly owned by Mr. Xu Haixun
“Healthcare Industry Participant Networks”	our Industry Events and Media Channels
“Healthcare Link”	an event management system developed by our Group and mainly used to keep track of information and activities for our Industry Events
“High and New Technology Enterprise”	high and new technology enterprise recognized in accordance with the Administrative Measures for the Determination of High and New Tech Enterprises (《高新技術企業認定管理辦法》) issued by the Ministry of Science, the MOF and the SAT
“HKASs”	Hong Kong Accounting Standards
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

DEFINITIONS

"HKICPA"	Hong Kong Institute of Certified Public Accountants
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong dollars" or "HK dollars" or "HK\$"	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

"Independent Third Party(ies)"	individual(s) or company(ies) who is(are) not a connected person(s) of our Company within the meaning ascribed under the Listing Rules
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DEFINITIONS

“Industry Events” the events we host for the healthcare industry participants, including Industry Prospect Event, Merchandise Trading Event, Retail Sales Event and other events in smaller scale we organize throughout the year

[REDACTED]

“iResearch” iResearch Global Inc., an independent market research expert

“iResearch Report” the industry report prepared by iResearch and commissioned by our Company, the contents of which are quoted in this document

“Jiangxi Xinshun” Jiangxi Xinshun Medicine Company Limited (江西心順藥業有限公司), a limited liability company established in the PRC on 29 January 2021, which is directly held as to 100% by Guangzhou Xinshun, and deemed to be an indirect and non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements

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"Jiangxi Yaoshunshun" Jiangxi Yaoshunshun Medicine Company Limited (江西藥順順藥業有限公司), a limited liability company established in the PRC on 29 March 2021, which is held as to 49% and 51% by Jiangxi Xinshun and Jiangxi Renxiang Medicine Company Limited (江西仁翔藥業有限公司), a company aggregately owned by two individuals, both being Independent Third Parties (save for their investment in Jiangxi Yaoshunshun), respectively

[REDACTED]

"key client(s)" client(s) that have good business relationships with us for a long period, including those who are industry leaders or have large operational scales

"Lanyu Health" Lanyu Health Technology (Guangzhou) Company Limited (藍域健康科技(廣州)有限公司), a limited liability company established in the PRC on 15 January 2021, which was held as to 40% and 60% by Guangzhou Xinkang and Mr. Wu Chao (吳超) (an Independent Third Party save for his investment in such company), respectively, and was deregistered on 2 March 2022

"Latest Practicable Date" [19 June 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, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions

"LinkedSee" one of our SaaS products that provides medical product manufacturers with data insights mainly based on consumer portrait analytics

[REDACTED]

DEFINITIONS

[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&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
"Media Channels"	our media channels that consist of several official online media accounts set up by the Group, mainly including (i) New Health World (新康界), (ii) Physician Weekly (醫師周刊), (iii) The No. 1 Pharmacy Wise (第一藥店財智), and (iv) The Pharmacy Folks (藥店人)
"medical product manufacturer(s)"	refers to pharmaceutical company(ies), medical equipment manufacturer(s) and healthcare product manufacturer(s)
"medical products and channels"	products and channels provided or adopted by medical product manufacturers, medical product distributors, retail pharmacies, etc. using different means to market, promote and sell their products and services
"Memorandum" or "Memorandum of Association"	the amended and restated memorandum of association of our Company, a summary of which is set forth in Appendix III to this document, and as amended from time to time
"MIIT"	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
"mini-program"	a light feature within WeChat which connects service providers and users
"MOF"	the 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)

DEFINITIONS

“Montesy Capital BVI”	Montesy Capital Holding Ltd, a limited liability company incorporated in the BVI on 20 March 2018, which is owned as to 70% and 30% by Mr. Li Hanxiong (李捍雄) and his spouse, Ms. Wu Meirong (吳美容), respectively, and is one of our substantial shareholders
“Mr. Tang”	Mr. Tang Keke (唐珂軻), our chief technology officer and a substantial shareholder of Sinohealth Jianshu and Guangzhou Jisi
“Mr. Wu”	Mr. Wu Yushu (吳鬱抒) (also known as Wu Han (吳瀚)), an executive Director, our chairman, chief executive officer, one of our Controlling Shareholders and spouse of Ms. Wang
“Mr. Wu’s Brother”	Mr. Wu Jianyu (吳建宇), the brother of Mr. Wu
“Mr. Wu’s Father”	Mr. Wu Xiangxue (吳象學), the father of Mr. Wu
“Mr. Xu Haixun”	Mr. Xu Haixun (續海訓), one of our [REDACTED] investors
“Ms. Shu Meizhen”	Ms. Shu Meizhen (束美珍), one of our [REDACTED] investors
“Ms. Wang”	Ms. Wang Lifang (王莉芳), an executive Director, chief operating officer, one of our Controlling Shareholders and spouse of Mr. Wu
“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)
“Nomination Committee”	the nomination committee of our Board
“Non-disclosure Agreement(s)”	the non-disclosure agreements with retail pharmacies associated with the CMH Cooperation Agreements;
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

[REDACTED]

“Other VIE Shareholders” Mr. Zhou Pingping (周平平), Mr. Xie Chaoliang (謝朝亮), Mr. Tang Keke (唐珂軻), Mr. Sun Zihao (孫梓豪), Mr. Xiao Lin (肖淋), Mr. Wang Mengliang (王夢良) and Mr. Cao Chengzhi (曹承志), being other relevant shareholders holding interests in certain subsidiaries of Sinohealth Information

[REDACTED]

“partnering pharmacies” retail pharmacies with whom we enter into CMH Cooperation Agreements or SIC Services Agreements

“PBOC” the People’s Bank of China

“Pharmacy Connect” one of our SaaS products that provides data insights mainly based on pharmacy information analytics

“PIP Law” the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) promulgated by the SCNPC on 20 August 2021, and took effect on 1 November 2021

“PRC Government” or “State” 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 Advisers” Jingtian & Gongcheng, PRC legal advisers to our Company for the [REDACTED]

“[REDACTED] Investments” the [REDACTED] investments in our Company undertaken by the [REDACTED] investors, the details of which are set forth in “History, Reorganization and Corporate Structure—[REDACTED]” in this document

DEFINITIONS

“[REDACTED] Investors”	the investors in our Company prior to our [REDACTED], as set out in “History, Reorganization, and Corporate Structure”, being Shanghai Tianyi, Ms. Shu Meizhen, Mr. Xu Haixun and Zhongwei Tengyun
	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganization”	the reorganization of our Group in preparation for the [REDACTED], details of which are set forth in the section headed “History, Reorganization and Corporate Structure” in this document
“Reorganization Agreement”	the reorganization agreement dated 28 January 2021 among Mr. Wu, Ms. Wang, Ms. Wu Meirong, Mr. Wu Chunjiang, Riqian LLP, Shanghai Tianyi, Zhongwei Tengyun, Shanghai Meijiu, Wellmark BVI, WLF BVI, Montesy Capital BVI, Hansson BVI, Rikan LLP, Sinohealth Information, WFOE and our Company in relation to the Reorganization
“repeat client(s)”	a client for a specific financial period is considered a repeat client if it has a transaction with us during the previous financial period
“Restricted Business(es)”	any business over which the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021 Version), Provisions on Administration of Foreign Invested Telecommunications Enterprises (《外商投資電信企業管理規定》), and Notice on Strengthening the Administration of Foreign Investment in Operating Value-added Telecommunications Business (《關於加強外商投資經營增值電信業務管理的通知》) impose restrictions in relation to foreign ownership
“retail data”	in the context of our business, the retail market data we collect from our partnering pharmacies, details of which are described in the section headed “Business—Our Technologies and Big Data—Big Data” in this document

DEFINITIONS

“Rikan LLP”	Rikan Industry Investment Limited Partnership, a limited partnership enterprise established in the BVI on 15 January 2021, the general partner of which is Wellmark BVI holding 2% interests, and the remaining eight limited partners of which are WLF BVI holding approximately 62.8866% interests, Mr. Su Caihua (chief data officer of our Group) holding 23.7% interests, Mr. Zhuang Weijin (vice president of our Group) holding 5.0% interests, Mr. Li Junguo (vice president of our Group) holding 2.08% interests and four other employees of our Group together holding approximately 4.3334% interests (with each ranging from 0.1667% to 1.6667%), and one of our Controlling Shareholders
“Riqian LLP”	Zhuhai Riqian Investment Partnership Enterprise (LLP) (珠海日乾投資合夥企業(有限合夥)), a limited partnership enterprise established in the PRC on 29 January 2016, the general partner of which is Mr. Wu holding 2% interests, and the remaining eight limited partners of which are Ms. Wang holding approximately 62.8866% interests, Mr. Su Caihua (chief data officer of our Group) holding 23.7% interests, Mr. Zhuang Weijin (vice president of our Group) holding 5.0% interests, Mr. Li Junguo (vice president of our Group) holding 2.08% interests and four other employees of our Group together holding approximately 4.3334% interests (with each ranging from 0.1667% to 1.6667%)
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the China governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“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, modified and supplemented from time to time

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“Shanghai Meijiu”	Shanghai Meijiu Corporate Consulting Partnership Enterprise (LLP) (上海美九企業管理諮詢合夥企業(有限合夥)), a limited partnership enterprise established in the PRC on 14 September 2020, the sole general partner of which is Mr. Xu Haixun holding 99% interests, and the limited partner of which is his nominee individual holding 1% interests on trust for Mr. Xu Haixun
“Shanghai Tianyi”	Shanghai Tianyi Assets Management Co., Ltd (上海天億資產管理有限公司), a limited company established in the PRC on 3 August 2006, which is owned as to 70% and 30% by Mr. Yu Rong (俞榕) and Shanghai Tianyi Industrial Holding Group Company Limited (上海天億實業控股集團有限公司) (being a company ultimately controlled by Mr. Yu Rong), respectively, and is one of our [REDACTED] investors
“Shanghai Tianyi BVI”	Tianyi (BVI) Limited, a limited liability company incorporated in the BVI on 5 March 2021, which is wholly owned by Shanghai Xuanyu Enterprise Management Co., Ltd. (上海軒瑜企業管理有限公司), which in turn is a wholly-owned subsidiary of Shanghai Tianyi
“Share(s)”	the ordinary share(s) of nominal value of US\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Shareholders on 27 April 2022, the principal terms of which are summarized in the section headed “Statutory and General Information—D. Other Information—1. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“SIC”	Sinohealth Intelligence Cloud, one of our SaaS products that focuses on integrated management tools as well as data insights of healthcare retail chain
“SIC Services Agreement(s)”	the agreement(s) with our SIC user(s) governing (i) our provision of SIC, and (ii) data cooperation arrangement
“Sinohealth HK”	Sinohealth Technology Limited (中康健康科技有限公司), a limited liability company incorporated in Hong Kong on 15 March 2019, which is directly held as to 100% by Sky Range BVI and an indirect wholly-owned subsidiary of our Group

DEFINITIONS

“Sinohealth Information”	Guangzhou Sinohealth Information Co., Ltd (廣州中康資訊股份有限公司) (formerly known as Guangzhou Sinohealth Advertising Media Co. Ltd. (廣州中康廣告傳媒有限公司) and Guangzhou Sinohealth Pharmaceutical Information Co. Ltd. (廣州中康醫藥資訊有限公司)), a joint stock company with limited liability established in the PRC on 20 December 2007 and deemed to be a wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements
“Sinohealth Jianshu”	Guangzhou Sinohealth Jianshu Intelligence Technology Company Limited (廣州中康健數智能科技有限公司), a limited liability company established in the PRC on 3 April 2018, which is directly held as to 75% by Sinohealth Information, and deemed to be an indirect and non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements; the remaining 25% equity interest of Sinohealth Jianshu is held by Mr. Tang Keke, the chief technology officer of our Group
“Sinohealth Junyi”	Beijing Sinohealth Junyi Digital Technology Company Limited (北京中康君毅數字科技有限公司), a limited liability company established in the PRC on 23 April 2020, which is directly held as to 70% by Sinohealth Information, and deemed to be an indirect and non wholly-owned subsidiary of our Group pursuant to the Contractual Arrangements; the remaining 30% equity interest of Sinohealth Junyi is held by Mr. Sun Zihao (孫梓豪), an employee of our Group
“Sinohealth Pushi”	Guangzhou Sinohealth Pushi Technology Development Company Limited (廣州中康普世科技發展有限公司), a limited liability company established in the PRC on 25 October 2017, which ceased to be our Group company upon deregistration on 22 December 2021
“Sinohealth Ruima”	Beijing Sinohealth Ruima Marketing Technology Company Limited (北京中康瑞馬營銷科技有限公司), a limited liability company established in the PRC on 20 February 2021, which is owned as to 60% and 40% by WFOE and Zhuhai Ruima Brand Management Consulting Company Limited (珠海瑞馬品牌諮詢有限責任公司) (an Independent Third Party, save for its investment in such company), respectively, and an indirect non wholly-owned subsidiary of our Group

DEFINITIONS

“Sinohealth Tong”	Beijing Sinohealth Tong Digital Technology Company Limited (北京中康通數字科技有限公司), a limited liability company established in the PRC on 18 March 2020, which is directly held as to 70% by Sinohealth Information, 20% by Mr. Wang Mengliang (王夢良), an employee of our Group, and 10% by Guangzhou Junyi, and will apply for deregistration after transferring its business to WFOE and its subsidiaries, and upon deregistration, Sinohealth Tong will cease to be our Group company
“Sky Range BVI”	Sky Range Investments Limited (天域投資有限公司), a limited liability company incorporated in the BVI on 3 January 2019 and a direct wholly-owned subsidiary of our Company
“State Council”	the State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“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, as amended, modified and supplemented from time to time
“top medical product manufacturers”	the top medical product manufacturers, both globally and Chinese, based on (i) the list of top 100 global medical product manufacturers in 2020 compiled by Torreya, and (ii) the top 115 Chinese medical product manufacturers in 2020 compiled by Yaozh.com
“Torreya”	Torreya Partners LLC, a global investment bank that specializes in the healthcare industry, whose report released in September 2020 is a representative ranking of the global top medical product manufacturers, according to the iResearch Report
“Track Record Period”	the three years ended 31 December 2019, 2020 and 2021
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

DEFINITIONS

“U.S. dollars”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
	[REDACTED]
	[REDACTED]
“VIE Shareholders”	Mr. Wu and Ms. Wang, being the registered shareholders of Sinohealth Information
“WeChat”	a multiple-purpose messaging, social media and mobile payment application software developed by Tencent Holdings Limited
“Wellmark BVI”	Wellmark Link Limited (盈連有限公司), a limited liability company incorporated in the BVI on 7 January 2019, which is directly wholly owned by Mr. Wu, and one of our Controlling Shareholders
“WFOE”	Guangzhou Zhongkang Digital Technology Co Ltd (廣州中康數字科技有限公司), a limited liability company established in the PRC on 8 April 2019, which is directly held as to 100% by Sinohealth HK and an indirect wholly-owned subsidiary of our Group
“Withdrawal Mechanism”	a mechanism which requires the Company, among other things, to (a) issue a supplemental document as a result of material changes in the information in the document; (b) extend the offer period and to allow potential [REDACTED], if they so desire, to confirm their applications using an opt-in approach (i.e. requiring [REDACTED] to positively confirm their applications for shares despite the changes)
“WLF BVI”	WLF Investment Holdings Limited, a limited liability company incorporated in the BVI on 30 December 2020, which is directly wholly owned by Ms. Wang, and one of our Controlling Shareholders
“Yaozh.com”	a domestic big data service provider and website, established in 2009 and one of the early providers of data relating to the medical and healthcare industry and related data processing and mining in China, and whose list of top Chinese medical product manufacturers is one of the three most influential lists in China (藥智網), according to the iResearch Report

DEFINITIONS

"Zhongwei Tengyun"	Jiangsu Jiequan Zhongwei Tengyun Pharmaceutical Industrial Investment Fund (LLP) (江蘇韋泉中衛騰雲醫藥健康產業投資基金(有限合夥)), a limited partnership enterprise established in the PRC on 13 November 2017, the sole general partner of which is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司) holding 1% interests, which is in turn controlled by Shanghai Tianyi, and the remaining five limited partners of which are Shanghai Tianyi holding 31.5% interests, Jiangsu Provincial Government Investment Fund (LLP) (江蘇省政府投資基金(有限合夥)) (an Independent Third Party) holding 30% interests and three other Independent Third Parties, which are professional investment companies or companies in medical instrument and technology industry, each holding 12.5% interests, and one of our [REDACTED] investors
"Zhongwei Tengyun BVI"	Jiequan Zhongwei Tengyun Limited, a limited liability company incorporated in the BVI on 5 March 2021, which is wholly owned by Shanghai Hongyi Enterprise Management Center (Limited Partnership) (上海鴻薏企業管理中心(有限合夥)), the sole general partner of which is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司) holding 8.7% interests, which is in turn controlled by Shanghai Tianyi, and the limited partner of which is Zhongwei Tengyun holding 91.3% interests
"%"	per cent