

DEFINITIONS

In this document, the following expressions shall have the meanings set out below unless the context otherwise requires.

“affiliate(s)”	means 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
“APAC”	means the 17 countries/regions out of the 21 members of the Asia-Pacific Economic Cooperation (APEC) excluding the PRC, Japan, Russia and the United States
“Articles” or “Articles of Association”	our amended and restated articles of association, as conditionally adopted on [●] and with effect from the [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	our board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking 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”	the <i>Companies Act, Cap. 22</i> (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

DEFINITIONS

[REDACTED]

“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, which may be an individual, joint individuals or a corporation
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CE Mark”	a certification mark that indicates conformity with health, safety, and environmental protection standards for products sold within the European Economic Area
“CIC“ or “Industry Consultant”	China Insights Industry Consultancy Limited
“CIC Report”	an independent report prepared and issued by CIC with respect to this [REDACTED]
“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)

DEFINITIONS

“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”	OrbusNeich Medical Group Holdings Limited (業聚醫療集團控股有限公司), an exempted company incorporated in the Cayman Islands on July 22, 2021
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and in this context, refers to a group consisting of HART, Mr. David CHIEN and Ms. Kwai Ching Denise LAU
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COSMIC”	Cosmic Ascent Limited, a company incorporated in the BVI on July 7, 2020, a directly wholly-owned subsidiary of our Company as of the date of this document
“Director(s)”	the director(s) of our Company or any one of them
“EAR”	Export Administration Regulations of the United States
“EMEA”	Europe, Middle East and Africa
“EUR”	Euros, the lawful currency of the member states of the Eurozone
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED]
“FDA”	the Food and Drug Administration of the United States
“First Share Swap”	the share swap between the Company and COSMIC, the details of which are set out in the paragraph headed “History, Development and Corporate Structure – Reorganization – Step 1: Share Swap between our Company and COSMIC” in this document
“General Rules of CCASS”	General Rules of CCASS published by the Stock Exchange and as amended from time to time

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “our”, “we”, or “us”	the Company and all of its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it
“HART”	Harmony Tree Limited, a company incorporated in the BVI on September 11, 2020 and one of our Controlling Shareholders
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	the 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 the HKSCC
“Hong Kong”	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]

DEFINITIONS

“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

[REDACTED]

“Independent Third Party” or “Independent Third Parties” a person or entity who is not a connected person of the Company under the Listing Rules

“Initial COSMIC Shareholders” a group of eight individuals (including Ching Chung John CHOW, our executive Director, Robert John COTTONE JR, our chief technical officer and Ms. Pik Lin Barbara WONG, a former employee of our Group) and their holding entity

[REDACTED]

“International Sanctions” all applicable laws and regulations relating to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. government, the European Union and its member states, the United Kingdom, the United Nations or the government of Australia

“International Sanctions Legal Advisors” Herbert Smith Freehills, our legal advisors as to International Sanctions laws in connection with the [REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”	the joint sponsors of the [REDACTED], being China International Capital Corporation Hong Kong Securities Limited and CCB International Capital Limited
“JPY”	Japanese Yen, the lawful currency of Japan
“Latest Practicable Date”	November 16, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[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)
“Macau”	the Macau Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Mainland China” or “PRC”	the People’s Republic of China excluding, for the purposes of this document and geographical reference only and except where the context requires otherwise, Hong Kong, Macau and Taiwan
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company as conditionally adopted on [●] 2022 with effect from the [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document
“NB”	a third-party auditing organization recognized in the EU that assesses quality and conformity of medical devices
“NLG”	Dutch Guilder
“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局) (formerly known as the China National Drug Administration and the China Food and Drug Administration)
“OFAC”	The U.S. Department of Treasury’s Office of Foreign Assets Control

[REDACTED]

“OIBV”	Orbus International B.V., a company incorporated with limited liability in the Netherlands on March 10, 1999, an indirect wholly-owned subsidiary of our Company
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DEFINITIONS

“ON GmBH”	OrbusNeich Medical GmbH, a company incorporated with limited liability in Germany on December 7, 2007, an indirect wholly-owned subsidiary of our Company
“ON P&F”	OrbusNeich P+F Company Limited, a company incorporated in the BVI on May 15, 2017, a subsidiary indirectly owned as to 50% by the Company
“ON P&F (HK)”	OrbusNeich P&F (Hong Kong) Company Limited (業聚培福(香港)有限公司), a company incorporated in Hong Kong on June 9, 2017, a subsidiary indirectly owned as to 50% by the Company
“ONM BV”	OrbusNeich Medical B.V., a company incorporated with limited liability in the Netherlands on July 13, 2006, an indirect wholly-owned subsidiary of our Company
“ONM BVI”	OrbusNeich Medical Company Limited, a company incorporated in the BVI on January 5, 2000, formerly known as Multi-Well Development Limited and Neich Medical Company Limited
“ONM Group Ltd.”	OrbusNeich Medical Group Limited (業聚醫療集團有限公司), an exempted company incorporated in the Cayman Islands on June 8, 2017, formerly known as Top Charter Investments Limited and OrbusNeich Medical Group Limited (祥豐醫療集團有限公司), an indirect wholly-owned subsidiary of our Company
“ONM HK”	OrbusNeich Medical Company Limited (業聚醫療有限公司), a limited liability company incorporated in Hong Kong on February 23, 1998, an indirect wholly-owned subsidiary of our Company
“ONM Investment Holdings”	OrbusNeich Medical Investment Holdings Limited, a company incorporated in BVI on May 15, 2017, an indirect wholly-owned subsidiary of our Company
“ONM Japan”	OrbusNeich Medical K.K., a limited liability company incorporated in Japan on September 13, 2001, an indirect wholly-owned subsidiary of our Company
“ONM Manu Hold’s (APAC)”	OrbusNeich Medical Manufacturing Holdings (APAC) Company Limited, a company incorporated in the BVI on May 15, 2017, an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“ONM Shenzhen”	OrbusNeich Medical (Shenzhen) Company Limited* (業聚醫療器械(深圳)有限公司), a limited liability company incorporated in the PRC on May 29, 2000, an indirect wholly-owned subsidiary of our Company
“ONM Singapore”	OrbusNeich Medical Pte. Ltd., a company incorporated in Singapore on August 15, 1995 under its former name Neich Medical (Singapore) Pte Ltd., an indirect wholly-owned subsidiary of our Company
“Ordinary Shares”	the ordinary shares of our Company, with par value of US\$0.0001 each prior to the Share Consolidation and par value of US\$0.0005 subsequent to the Share Consolidation
	[REDACTED]
“PMDA”	the Pharmaceuticals and Medical Devices Agency under Japan Ministry of Health, Labor and Welfare
“Post-[REDACTED] Share Option Scheme”	the share option scheme [conditionally adopted] by our Company on [●] for the benefit of any director, employee, advisor and consultant, of our Company or any of our subsidiaries, a summary of the principal terms is set forth in the paragraph headed “Statutory and General Information – D. Share Incentive Schemes – 2. Post-[REDACTED] Share Option Scheme” in Appendix IV to this document
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) in our Company, details of which are set out in the section headed “History, Development and Corporate Structure – Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) of Pre-[REDACTED] Investments

DEFINITIONS

“Pre-[REDACTED] Share Option Scheme”	the share option scheme approved and adopted by ONM Group Ltd. on December 18, 2020 and assigned to our Company on September 21, 2021 for the benefit of any director, employee, advisor and consultant, of our Company or any of our subsidiaries, a summary of the principal terms is set forth in the paragraph headed “Statutory and General Information – D. Share Incentive Schemes – 1. Pre-[REDACTED] Share Option Scheme” in Appendix IV to this document
“Preferred Share(s)”	the Series A Preferred Shares and Series A-2 Preferred Shares
	[REDACTED]
“Primary Sanctioned Activity”	any activities in a Sanctioned Country or (1) with; or (2) directly or indirectly benefiting or involving the property or interests in property of, a Sanctioned Party by the Company incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law and regulation
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Jurisdiction”	any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation
“Relevant Regions”	Iran, Syria, Russian Federation, Ukraine, Egypt, Lebanon, Myanmar, Belarus, Serbia and Tunisia

DEFINITIONS

“Reorganization”	the reorganization of corporate structure of our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Development and Corporate Structure – Reorganization” in this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sanctioned Country”	the following countries subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the U.S, EU, UK or Australia: Cuba, Iran, North Korea, Sudan, and Syria, the Crimea region of Ukraine and the Donetsk and Luhansk People’s Republics
“Sanctioned Party”	(i) any individual or entity domiciled in, organized under the laws of or which has its headquarters or principal place of business in a Sanctioned Country, (ii) any official or entity of the government of a Sanctioned Country, or otherwise owned or controlled by the government of a Sanctioned Country, (iii) any individual or entity designated on the OFAC SDN List or SSI List, (iv) any individual or entity designated or targeted under any economic or financial sanctions administered by Australia, the European Union, the United Kingdom, or the United Nations, and (v) any entity that is, directly or indirectly, owned 50% or more or is otherwise controlled by one or more persons or entities described in (iii) or (iv) above
“Second Share Swap”	the share swap between the Company and ONM Group Ltd., the details of which are set out in the paragraph headed “History, Development and Corporate Structure – Reorganization – Step 2: Share Swap between our Company and ONM Group Ltd.” in this document
“Secondary Sanctionable Activity”	activity by the Company that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Party or the imposition of penalties), even though the Company is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction

DEFINITIONS

“Sectoral Sanctions Identifications List” or “SSI List”	the list of Sectoral Sanctions Identifications maintained by OFAC, which sets forth entities designated by OFAC in Russia’s energy, financial and/or defence sectors that are subject to more limited, sectoral, sanctions imposed under one or more OFAC Directives that prohibit certain (but not all) dealing with U.S. persons or within the United States
“Series A Preferred Shares”	the series A preferred shares of our Company, with par value of US\$0.0005 each subsequent to the Share Consolidation
“Series A-2 Preferred Shares”	the series A-2 preferred shares of our Company, with par value of US\$0.0005 each subsequent to the Share Consolidation
“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)
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of US\$0.0001 each
“Share Consolidation”	the consolidation of every five shares with par value of US\$0.0001 each in the Company’s issued and unissued share capital into one share of the corresponding class with par value of US\$0.0005 each, the details of which are set out in the paragraph headed “Statutory and General Information – A. Further Information about Our Group – 4. Resolutions of the Shareholders of the Company Passed on [●]”
“Share Incentive Schemes”	the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme
“Shareholder(s)”	holder(s) of the Share(s)
“Specially Designated Nationals and Blocked Persons List” or “SDN List”	the list of Specially Designated Nationals, and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealings with U.S. persons
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as published by the SFC (as amended, supplemented or otherwise modified from time to time)
“Track Record Period”	[the three years ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022]

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Persons”	any of the following individual, group or entity (company, partnership, limited liability company or any other organisation): (a) a U.S. citizen or a permanent resident alien (so called “Green Card” holder) wherever located or employed in the world, (b) an entity established under U.S. law, including its foreign branches, and (c) any person physically in the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

“%”	percent
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DEFINITIONS

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “subsidiaries” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages; in the event of any inconsistency, the Chinese versions shall prevail.

* *For identification purpose only*