

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“AFRC”	Accounting and Financial Reporting Council
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles of Association” or “Articles”	the articles of association of our Company (as amended from time to time), conditionally approved by the written resolutions of the Shareholders on 7 December 2022 and effective from the [REDACTED] Date, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Billion Vantage”	Billion Vantage Asia Limited (潤億亞洲有限公司), a limited liability company incorporated in Hong Kong on 2 December 2015 which is directly wholly-owned by Mr. So, one of the [REDACTED]
“Board” or “Board of Director”	the 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
[REDACTED] or [REDACTED] or [REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Century Honghe”	Shandong Century Honghe Medical Equipment Co., Ltd.* (山東世紀鴻河醫療器械有限公司), a company established in the PRC with limited liability on 31 August 2018, a member of the Honghe Group and an Independent Third Party
“Chairman”	the chairman of our Board, namely, Mr. Meng
“CIC”	China Insights Industry Consultancy Limited, an independent consulting firm that provides market research and analysis

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“CIC Report”	an industry report prepared by CIC on the medical imaging film products and medical imaging cloud services market in the PRC, which was commissioned by the Company
“CFDA”	China Food and Drug Administration (國家食品藥品監督管理總局)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“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” or “our Company”	Guanze Medical Information Industry (Holding) Co., Ltd. (formerly known as Guanze Intelligent Medical Information Industry (Holding) Co., Ltd.), an exempted company incorporated in the Cayman Islands with limited liability on 11 December 2020
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to Meng A Capital and Mr. Meng
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中華人民共和國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 7 December 2022 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for its subsidiaries), details of which are set out in the paragraphs headed “Statutory and General Information — D. Other Information — 1. Estate duty, tax and other indemnity” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition dated 7 December 2022 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for its subsidiaries), details of which are set out in the paragraphs headed “Relationship with our Controlling Shareholders — Deed of Non-competition” in this document

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“Director(s)”	the director(s) of our Company
“Dr. Tang”	Dr. Tang Yanghua (湯揚華), the sole shareholder of Tang Operation and one of the [REDACTED]
“EIT Law”	the Enterprise Income Tax Law (中華人民共和國企業所得稅法) promulgated by the National People’s Congress on 16 March 2007 and became effective on 1 January 2008 and amended on 24 February 2017 and 29 December 2018
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“General Mandate”	the general mandate granted to our Directors by our Shareholders in relation to the issue of new Shares, further information of which is set out in the section headed “Statutory and General Information — A. Further Information about our Company — 3. Written resolutions of all the Shareholders passed on 7 December 2022” in Appendix IV to this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“Guanze BVI”	Guanze Intelligent Medical Information Industry (BVI) Co., Ltd., a BVI business company incorporated in the BVI on 22 December 2020 and a direct wholly-owned subsidiary of our Company
“Guanze HK”	Guanze Intelligent Medical Information Industry (Hong Kong) Co., Limited, a limited liability company incorporated in Hong Kong on 15 January 2021, which is directly wholly-owned by Guanze BVI, and is an indirect wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“HKFRSs”	Hong Kong Financial Reporting Standards
“Honghe Group”	a group of three PRC companies which comprises Weifang Changhe, Century Honghe and Huijukangyuan Technology and are ultimately controlled by the same individual, who is an Independent Third Party, either through direct shareholding arrangement or nominee arrangement
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Huijukangyuan Technology”	Shandong Huijukangyuan Technology Co., Ltd.* (山東慧聚康源科技有限公司), a company established in the PRC with limited liability on 6 November 2020, a member of the Honghe Group and an Independent Third Party

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“Independent Third Party(ies)”	a person, persons, company or companies which is or are independent of, and not connected with (within the meaning under the Listing Rules), any directors, chief executive or substantial shareholders of our Company, any of its subsidiaries or any of their respective associate(s)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Jinan Guanze”	Jinan Guanze Medical Equipment Co., Ltd.* (濟南冠澤醫療器材有限公司), a company established in the PRC with limited liability on 30 August 2018 and an indirect non-wholly owned subsidiary of our Company
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	5 December 2022, being the latest practicable date for the inclusion of certain information in this document prior to its publication
“Lingyun HK”	Lingyun Scientific Instrument Engineering (Hong Kong) Co., Limited, a limited liability company incorporated in Hong Kong on 13 January 2021 which is directly wholly-owned by Tang B Capital and an indirect wholly-owned subsidiary of our Company
[REDACTED]	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
“[REDACTED] Date”	the date, expected to be on or about [REDACTED], on which our Shares are [REDACTED] and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the Main Board of the Stock Exchange
“Medical Imaging Products Manufacturer”	a leading medical imaging products manufacturer and medical information technology solutions provider with its headquarters located in USA, according to CIC and an Independent Third Party
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on 7 December 2022 and as amended from time to time
“Meng A Capital”	Meng A Capital Limited, a BVI business company incorporated in the BVI on 10 December 2020 which is directly wholly-owned by Mr. Meng and being one of the Controlling Shareholders
“mm”	millimetre(s)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)

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“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Li”	Mr. Li Mengfang (李孟芳), the brother-in-law of Mr. Meng
“Mr. Meng”	Mr. Meng Xianzhen (孟憲震), the Chairman, the chief executive officer and an executive Director of our Company and one of the Controlling Shareholders
“Mr. So”	Mr. So Heung Yeung (蘇向陽), the sole shareholder of Billion Vantage and one of the [REDACTED]
“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)”
“NHFPC”	National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會) which no-longer retained since March 2018
“NMPA”	National Medical Products Administration (國家藥品監督管理局)
“NPC”	the National People’s Congress (全國人民代表大會)
“OFAC”	the Office of Foreign Assets Control of the U.S. Department of the Treasury
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“PRC” or “China”	the People’s Republic of China, except where the context requires otherwise excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Legal Advisers”	Jingtian & Gongcheng (Shanghai Office), the PRC legal advisers of our Company in connection with the [REDACTED]
[REDACTED]	the [REDACTED] in our Company undertaken by the [REDACTED], details of which are set out in the section headed “History, Reorganisation and Corporate Structure — [REDACTED] Investments” in this document
[REDACTED]	collectively, Dr. Tang and Mr. So
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the corporate reorganisation undergone by our Group in preparation for [REDACTED] as described in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Repurchase Mandate”	a general and unconditional mandate granted to our Directors by the passing of resolutions by our Shareholders referred to in “Statutory and General Information — A. Further Information about our Company — 7. Securities repurchase mandate” in Appendix IV to this Document, pursuant to which our Directors may exercise the power of our Company to repurchase Shares the aggregate number of which shall not exceed 10% of the total number of Shares in issue as at the [REDACTED] Date
“RMB”	Renminbi, the official currency of the PRC

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 37”	Circular of the State Administration of Foreign Exchange on Issues Related to Foreign Exchange Administration in Terms of Overseas Investment and Financing via Special Purpose Companies and Return Investment by Domestic Residents (關於境內居民通過特殊目的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 the SAFE on 4 July 2014 and became effective from the same day
“SAMR”	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)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“State Council”	State Council of the PRC (中華人民共和國國務院)
“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
“Shandong Guanze”	Guanze Zhihui Medical Technology (Shandong) Co., Ltd.* (冠澤智慧醫療科技(山東)有限公司), a company established in the PRC with limited liability on 25 February 2021 and an indirect non-wholly owned subsidiary of our Company, which was held as to 98.9% by WFOE and 1.1% by Mr. Meng
“Shanghai Guanze”	Guanze International Trading (Shanghai) Co., Ltd.* (冠澤國際貿易(上海)有限公司), a company established in the PRC with limited liability on 27 November 2015 and an indirect non-wholly owned subsidiary of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Sole Sponsor”	Southwest Securities (HK) Capital Limited, a corporation registered under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor of the [REDACTED]
“sq.m.”	square metre(s)

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto 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 in Hong Kong as approved by the SFC and as amended, supplemented or otherwise modified from time to time
“Tang B Capital”	Tang B Capital Limited, a BVI business company incorporated in the BVI on 10 December 2020 and a direct wholly-owned subsidiary of our Company
“Tang Operation”	Tang Operation Limited, a BVI business company incorporated in the BVI on 10 December 2020 which is wholly-owned by Dr. Tang, one of the [REDACTED]
“Track Record Period”	comprises the three years ended 31 December 2021 and the six months ended 30 June 2022
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“U.S.” or “United States” or “USA”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933 (as amended from time to time)
“US\$” or “US Dollar” or “USD”	United States dollars, the lawful currency of the United States
“Warranting Directors”	Mr. Meng and Mr. Guo Zhenyu
“Warranting Shareholders”	the Controlling Shareholders
“Weifang Changhe”	Weifang Century Changhe Trading Co., Ltd.* (濰坊世紀長河經貿有限公司), a company established in the PRC with limited liability on 6 December 2002, a member of the Honghe Group and an Independent Third Party

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“WFOE” Guanze Zhihui Medical Technology (Jinan) Co., Ltd.* (冠澤智慧醫療科技(濟南)有限公司), a limited liability company established in the PRC on 22 February 2021 and an indirect wholly-owned subsidiary of our Company

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

“%” per cent.

“°C” degrees Celsius

* *for identification purposes only*

In this document, the English translations of the official Chinese names of PRC laws or regulations, PRC government authorities, companies or other entities organised in the PRC or project names are furnished for identification purposes only. Should there be any inconsistency between the Chinese names and the English translations, the Chinese names shall prevail.

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

Words importing the singular include, where applicable, the plural and vice versa. Words importing the masculine gender include, where applicable, the feminine and neuter genders.

All dates and times refer to Hong Kong dates and time unless otherwise stated.

Unless otherwise specified, all references to any shareholdings in our Company are based on the assumption that the [REDACTED] is not exercised.