

DEFINITIONS

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

“1H2021”	the six months ended 30 June 2021
“1H2022”	the six months ended 30 June 2022
“Accountants’ Report”	the accountants’ report prepared by the Reporting Accountants set out in Appendix I to this document
“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 conditionally adopted by our Company on [●] which will take effect on the [REDACTED], a summary of which is set out in Appendix IV to this document
“Beijing-Tianjin-Hebei Region”	an economic region in China comprising Beijing, Tianjin and Hebei Province
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day(s)” or “business day(s)”	any day (excluding Saturdays, Sundays and public holidays, or any day on which a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning signal is hoisted in Hong Kong between 9:00 a.m and 4:00 p.m.) on which licenced banks in Hong Kong are generally open for normal banking business to the public
“BVI”	the British Virgin Islands
“CAGR”	compounded annual growth rate

[REDACTED]

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[REDACTED]

“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, 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
“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”	Runhua Intelligence Health Service Co., Ltd. (润华智慧健康服务有限公司) (formerly known as Runhua Property Technology Development Inc (润华物业科技发展有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on 30 June 2020
“Concert Parties Confirmatory Deed”	the confirmatory deed dated 18 June 2021, entered into by Mr. Luan, Mr. HQ Luan and Ms. Liang to acknowledge and reaffirm, amongst other things, that they were parties acting in concert in respect of each of the members of our Group, details of which are set out in the section headed “History, Development and Reorganisation — Acting in Concert Arrangement” in this document
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company immediately

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	after the [REDACTED], being, Springrain Investment, Mr. Luan, Mr. HQ Luan and Ms. Liang or, where the context so requires, any one of them
“Controlling Shareholders Group”	certain companies controlled by our Controlling Shareholders (except for the interest in our Group), including Runhua Group, Hang Qian Group, Runhua Insurance and Shandong Zhixin
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“COVID-19”	Novel Coronavirus (COVID-19) or Novel Coronavirus Pneumonia, a respiratory illness caused by a new strain of coronavirus and characterised especially by fever, cough, and shortness of breath and may progress to pneumonia and respiratory failure
“CSRC”	the 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
“Deed of Indemnity”	the deed of indemnity dated [●] and executed by each of our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries), pursuant to which our Controlling Shareholders agree to provide with us certain indemnities, a summary of which is set out in the paragraph headed “E. Other Information — 2. Tax and other indemnities” in Appendix V to this document
“Deed of Non-Competition”	the deed of non-competition dated [●] and executed by each of our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries), particulars of which are set out in the section headed “Relationship with our Controlling Shareholders — Non-competition undertakings” in this document
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	extreme conditions occurring after a super typhoon as announced by the government of Hong Kong

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“F&S” or “Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., an independent market research company
“F&S Report”	An industry report prepared by F&S and commissioned by our Company, an extract of which is set out in the section headed “Industry Overview” in this document
“FRC”	Financial Reporting Council
“FY2019”	the financial year ended 31 December 2019
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021
“FY2022”	the financial year ending 31 December 2022

[REDACTED]

“Group”, “we”, “us” or “our”	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries and the businesses operated by such subsidiaries (as the case may be)
“Hang Qian Holdings”	Hang Qian Holdings Co., Limited (航乾控股有限公司), a limited liability company incorporated in Hong Kong on 18 December 2007, which is wholly owned by Mr. HQ Luan as of the Latest Practicable Date
“Hang Qian Group”	Hang Qian Holdings and its subsidiaries
“HKD” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

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[REDACTED]

“Hong Kong”, “HKSAR” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“independent third party(ies)”

an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the Listing Rules) any of our Directors, chief executive, substantial Shareholders of our Company or any of its subsidiaries, or any of their respective associates

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[REDACTED]

“ISO”	International Organisation for Standardisation, a nongovernment organisation based in Geneva, Switzerland, for assessing the quality systems of business organisations
“Jinan Anlan”	Jinan Anlan Enterprise Management Consulting Partnership (Limited Partnership)* (濟南安瀾企業管理諮詢合夥企業 (有限合夥)), a limited partnership established in the PRC on 10 July 2015 and a shareholder of Shandong Runhua prior to the Reorganisation. Mr. Luan is the general partner and the managing partner of Jinan Anlan and has overall control of Jinan Anlan
“Jinan Lutong”	Jinan Lutong Business Consulting Partnership (Limited Partnership)* (濟南祿通企業管理諮詢合夥企業 (有限合夥)), a limited partnership established in the PRC on 26 November 2016 and a shareholder of Shandong Runhua prior to the Reorganisation. Mr. HQ Luan is the general partner and the managing partner of Jinan Lutong and has overall control of Jinan Lutong

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“Jinan Runwu Construction” Jinan Runwu Construction and Installation Engineering Co., Ltd.* (濟南潤物建築安裝工程有限公司), a limited liability company established in the PRC on 21 May 2015 and an indirect wholly-owned subsidiary of our Company

“Jinan Runwu Landscape” Jinan Runwu Landscape Construction Co., Ltd.* (濟南潤物園林工程有限公司), a limited liability company established in the PRC on 24 March 2014 and an indirect wholly-owned subsidiary of our Company

[REDACTED]

“Kaidi Network” Shandong Kaidi Network and Information Technology Co., Ltd.* (山東凱迪網絡信息技術有限公司), a limited liability company established in the PRC on 1 September 2000 and an indirect wholly-owned subsidiary of our Company

“Latest Practicable Date” [5 September] 2022, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication

[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 Main Board of the Stock Exchange, as amended, modified and supplemented from time to time

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to GEM of the Stock Exchange

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“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company adopted on [●], and as amended from time to time, a summary of which is set out in Appendix IV to this document
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHURD” or “Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中華人民共和國建設部)
“Mr. Cheng”	Mr. Cheng Xin (程欣), a non-executive Director
“Mr. Fei”	Mr. Fei Zhongli (費忠利), an executive Director and our chief executive officer
“Mr. Luan”	Mr. Luan Tao (樂濤), a non-executive Director and one of our Controlling Shareholders. Mr. Luan is the spouse of Ms. Liang and the father of Mr. HQ Luan
“Mr. HQ Luan”	Mr. Luan Hangqian (樂航乾), a non-executive Director and one of our Controlling Shareholders. Mr. HQ Luan is the son of Mr. Luan and Ms. Liang
“Mr. Yang”	Mr. Yang Liqun (楊立群), an executive Director and chairman of our Board
“Ms. Liang”	Ms. Liang Yuefeng (梁躍鳳), one of our Controlling Shareholders. Ms Liang is the spouse of Mr. Luan and the mother of Mr. HQ Luan
“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)
“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統), an equity trading platform for the sale of existing shares or private placing of new shares by small and medium sized enterprises in the PRC and is managed by National Equities Exchange and Quotations Co., Ltd. (全國中小企業股份轉讓系統有限責任公司)

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[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“[REDACTED] RSU Scheme”	the [REDACTED] restricted share unit scheme of the Company approved and adopted by our Board on [●] 2022, the principal terms of which are set out in the paragraph headed “D. Share Incentive Schemes — II. [REDACTED] RSU Scheme” in Appendix V to this document
“[REDACTED] Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarised under the paragraph headed “D. Share Incentive Scheme” in Appendix V to this document
“PRC” or “China”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excluding Hong Kong, Macau and Taiwan region

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“PRC Government” or “Government”	the central government of the PRC, including all government subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the content requires, any of them
“PRC Legal Advisers”	Zhong Lun Law Firm, the legal advisers to our Company as to the laws of PRC
“[REDACTED] Investment”	the investment made by the [REDACTED] Investor, the principal terms of which are summarised in the section headed “History, Development and Reorganisation – [REDACTED] Investment” in this document
“[REDACTED] Investor”	Mr. Xie (謝皓), whose background is set out in the section headed “History, Development and Reorganisation – [REDACTED] Investment” in this document
“Predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of entities comprising our Group for the purpose of [REDACTED], details of which are set out in the section headed “History, Development and Reorganisation – Reorganisation” in this document
“Reporting Accountants”	Ernst & Young, the auditors and reporting accountants of our Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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“Runhua Development”	Shandong Runhua Property Development Co., Ltd.* (山東潤華物業發展有限公司), a company established in the PRC with limited liability on 25 September 2020 and an indirect wholly-owned subsidiary of our Company
“Runhua Group”	Runhua Group Company and its subsidiaries
“Runhua Group Company”	Runhua Group Stock-Holding Co., Ltd.* (潤華集團股份有限公司) (previously known as Shandong Province Automotive Sales (Group) Co., Ltd* (山東省汽車銷售 (集團) 股份有限公司)), a company incorporated with limited liability in the PRC on 18 June 1993, which is owned as to approximately 52% by Mr. Luan as of the Latest Practicable Date
“Runhua Holdings HK”	Runhua Holdings Limited (潤華物業控股有限公司), a company incorporated in Hong Kong with limited liability on 7 August 2020 and an indirect wholly-owned subsidiary of our Company
“Runhua Insurance”	Shandong Runhua Insurance Agency Company Limited* (山東潤華保險代理股份有限公司), a company incorporated with limited liability in the PRC on 23 September 2004 whose shares are listed on the NEEQ (Stock Code: 839373), which is an associate of Mr. Luan and Mr. HQ Luan as of the Latest Practicable Date
“Runhua Property BVI”	Runhua Property Tech Inc, a company incorporated in the BVI with limited liability on 6 July 2020 and a direct wholly-owned subsidiary of our Company
“RSU(s)”	restricted share unit(s)
“RSU SPV”	[●], a company incorporated in [●] on [●] 2021 with limited liability and wholly owned by [●]
“RSU Trustee”	[●], the trustee which hold the RSU SPV on trust for a future share incentive scheme of our Company
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), now known as State Administration of Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)

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“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局) (formerly known as the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局))
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Securities Act”	the United States Securities Act of 1933, as amended from time to time
“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 Anfu”	Shandong Anfu Security Service Co., Ltd.* (山東安輔保安服務有限公司), a limited liability company established in the PRC on 13 January 2016 and an indirect wholly-owned subsidiary of our Company
“Shandong Anning”	Shandong Anning Health Industry Co., Ltd.* (山東安寧健康產業有限公司) (formerly known as Shandong Anning Housekeeping Service Co., Ltd.* (山東安寧家政服務有限公司)), a limited liability company established in the PRC on 3 May 2016 and an indirect wholly-owned subsidiary of our Company
“Shandong Runhua”	Shandong Runhua Property Management Co., Ltd.* (山東潤華物業管理有限公司), a limited liability company established in the PRC on 14 February 1996 and an indirect wholly-owned subsidiary of our Company
“Shandong Yongyuan”	Shandong Yongyuan Property Management Co., Ltd. (山東永源物業管理有限公司), a limited liability company established in the PRC on 25 November 2020, our non wholly-owned subsidiary and indirectly owned as to approximately 64.78% by our Company and approximately 35.22% by an independent third party

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“Shandong Zhixin”	Shandong Zhixin Building Decoration Engineering Co., Ltd.* (山東志信建築裝飾工程有限公司), a company incorporated with limited liability in the PRC on 12 June 2018, which is ultimately owned as to approximately 90% by Ms. Liang as of the Latest Practicable Date
“Share(s)”	ordinary share(s) with nominal value of US\$0.0001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Sole Sponsor”	Zhongtai International Capital Limited, the sole sponsor for the [REDACTED] and a licenced corporation to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activity under the SFO
“Springrain Investment”	Springrain Investment Limited, a company incorporated in the BVI with limited liability on 19 June 2020 and the Controlling Shareholder of our Company

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Tianjin Tianfu”	Tianjin Tianfu Property Management Co., Ltd.* (天津天孚物業管理有限公司), a limited liability company established in the PRC on 8 September 1995, our associate and indirectly owned as to 41% by our Company and 59% by other independent third parties as of the Latest Practicable Date
“Track Record Period”	the period comprising FY2019, FY2020, FY2021 and 1H2022

[REDACTED]

DEFINITIONS

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “USD” or “US\$”	United States dollar(s), the lawful currency of the United States of America
“VAT”	value-added tax

[REDACTED]

“Yangtze River Delta Region”	an economic region in China comprising Shanghai and various cities in Jiangsu Province, Anhui Province and Zhejiang Province
“sq.m.”	square metre
“%”	per cent

* *For identification only*

In this document, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” 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 adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this document, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language which are marked with “” are for identification purpose only.*